

A G E N D A

JAMES CITY COUNTY PLANNING COMMISSION

SEPTEMBER 8, 2003 - 7:00 P.M.

1. ROLL CALL
2. MINUTES
 - A. June 24, 2003
 - B. August 4, 2003
3. COMMITTEE AND COMMISSION REPORTS
 - A. Development Review Committee Report
 - B. Other Committees
4. PUBLIC HEARINGS
 - A. SUP-16-03 Williamsburg Winery – Gabriel Archer Tavern
 - B. Z-6-03/MP-4-03 New Town Sec. 2 & 4 Amended Master Plan & Proffers
 - C. Z-5-03/MP-6-03 WindsorMeade Marketplace
5. PLANNING COMMISSION ANNUAL REPORT
6. PLANNING DIRECTOR'S REPORT
7. ADJOURNMENT

AT A JOINT WORK SESSION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, AND THE PLANNING COMMISSION, HELD ON THE 24TH DAY OF JUNE, 2003, AT 4:00 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

1. ROLL CALL

ABSENT

A. Joe Poole, III	Donald Hunt
John Hagee	
Peggy Wildman	
Joseph McCleary	
George Billups	
Wilford Kale	

Jay T. Harrison, Sr., Chairman, Berkeley District
Bruce C. Goodson, Vice Chairman, Roberts District
John J. McGlennon, Jamestown District
Michael J. Brown, Powhatan District
James G. Kennedy, Stonehouse District

ALSO PRESENT

Sanford B. Wanner, County Administrator	Tammy Rosario, Senior Planner
Frank M. Morton, III, County Attorney	Christopher Johnson, Senior Planner
John Horne, Director Development Management	Karen Drake, Senior Planner
O. Marvin Sowers, Jr., Planning Director	Milton Herd, Consultant
Don Davis, Principal Planner	Jeff Barra, Chair, Community Participation Team
	Dr. Lisa Curry, Community Participation Team

2. BOARD/PLANNING COMMISSION DISCUSSION

Mr. McGlennon stated concern that all correspondence concerning the Comprehensive Plan should be made available to the public.

The Board and Planning Commission discussed the need to keep any information that is forwarded concerning the Plan public and part of the public record.

3. PUBLIC COMMENT

A. Mr. Ray Basley, 4060 South Riverside Drive, stated that the Diascund Road railroad crossing is a good example of why the Comprehensive Plan is important, as the Peninsula works toward high-speed rail service, the County needs to plan for transportation safety to protect rail and road traffic; and requested that the railroad crossings gates be maintained and monitored so they are down only when trains are approaching.

B. Gregory R. Davis, Kaufman & Canoles, representing Spencer Brothers located at Five Forks, requested a change of designation in the Comprehensive Plan from low-density residential to a mixed-use designation.

Mr. Brown stated that he spoke with the applicant and provided information regarding the time frame for submitting the application for a change in designation, what information to include with the application, and when the public comment times would be held for him to speak to the matter; and stated that the applicant did not take advantage of the opportunities to have the Steering Committee review the application's use.

C. Mr. Skip Morris, President of the Peninsula Homes and Buildings Association, commented on the Draft Comprehensive Plan regarding the growth in the County being consistent with rural communities, the Draft appears to eliminate the ability of developers to offer affordable housing in the community; stated concern regarding the Draft's lack of adequate facilities that could be proposed; and stated that the cost of housing will continue to rise in the County.

Mr. McGlennon stated that the County has contributed a significant amount of funds and utilized State and Federal grants to low- and moderate-income housing in the County which the public sector has not provided.

Mr. Morris stated that the availability of lots is decreasing, the costs for lots are increasing, and the costs for housing increases accordingly.

Mr. Poole inquired about the amount of moderate housing the Peninsula Homes and Buildings Association has been able to offer surrounding jurisdictions.

D. Mr. Rich Costello, President of AES Consulting Engineers, stated that the comments from the community is to slow development growth in the County, and provided information regarding the approved developments in the pipeline.

4. ERRATA SHEET VOTE

Mr. Brown requested sentence number two in Item Number 3 on the errata sheet, be eliminated.

Mr. McGlennon stated that he would be reluctant to have that sentence removed regarding the older population in the community and the demands that demographic population has on the services in the County.

The members of the Board and Planning Commission discussed the recommendation, where in the Comprehensive Plan to address the growing elderly population in the community, and adjusted the errata sheet accordingly.

Mr. Brown requested Item Number 8 be clarified, specifically the statement "monitor or actively assist the hiring, training, or retraining of target populations living in the enterprise zone," and amend to "monitor and, where appropriate, assist . . ."

Mr. Wanner recommended that based upon input from the community, the phrase should state "actively assist the hiring process, the hiring, and retraining of . . ." and drop the monitoring portion of the statement.

Mr. Kennedy requested that on page 23, sentence number seven, clarify who is being protected and what is being preserved by stating "promote the County's agricultural and forestal lands and activities, and encourage preservation through . . ." PDR, AFD, and some of those programs there.

The Board and staff discussed the strategy and corresponding action and concurred to restate to "promote the County's agricultural and forestal lands and activities, and encourage their preservation."

Mr. McGlennon requested that with Number 11 on page 27, the word "jointly" should be stricken also.

Mr. Brown inquired if Number 16 on the errata sheet referring to page 34, new action Number 11 should be clarified regarding the preschool programs as a private sector business, and that public schools is a mechanism for offering the program.

The Board and Planning Commission members did not recommend a change to the statement.

Mr. McCleary stated that in consultation with staff, the comments and recommendations by Mr. Dick Jones at the June 10 Work Session regarding leaking fuel tanks and homeland security would not be specifically addressed in the Comprehensive Plan.

5. PRESENTATION OF THE DRAFT 203 COMPREHENSIVE PLAN AS UNANIMOUSLY ADOPTED BY THE STEERING COMMITTEE

Mr. Joe McCleary, Vice Chair of the Planning Commission, continued the review of the Draft 2003 Comprehensive Plan (Draft) from June 10, with discussions on the following.

A. Community Character

Mr. McCleary provided an overview of the strategy to preserve the community character areas and corridors, as well as the neighborhood appearances and open space initiatives.

B. Housing

Mr. McCleary and members of the Board discussed the context of affordable housing within the development community, how to provide incentives to developers for providing affordable housing, multi-housing developments in the County, and other factors impacting the availability of affordable housing in the County.

The Board, staff, and Commission discussed cash proffers for affordable housing trust funds.

C. Land Use Section

Mr. McCleary stated that development trends have eliminated the availability of prime real estate, stated that custom builders are being slowly squeezed out of the market, and provided an overview of the development potential within the Primary Service Area.

The Board, staff, and Commission discussed retail development, reference of report recommendations not endorsed by the Commission or Board, and initiatives for rural lands.

D. Land Use Designation Change Applications and Discussion

Mr. McCleary provided an overview of the efforts taken for public outreach and input into the revision of the Plan; the timelines for applications and discussion; and provided an overview of the numbers of applications received and the votes taken for the cases.

Mr. McCleary requested a detailed overview of the Land Use (LU) Applications: LU-05-03 & LU-09-03, Spray King Carwash, Inc./Johnson; LU-04-03, BASF Corporation; LU-22-03, Hankins Land Trust; LU-10-03 & LU-11-03, Spencer Brothers Builders, Inc.; and LU-18-03 & LU-19-03, Gordon Creek Corp./Gray Associates.

Mr. McCleary inquired if any member wished to add other Land Use Applications should be discussed.

Mr. Harrison requested Monticello Marketplace be added to the discussion.

1. Monticello Marketplace

Mr. McCleary stated that the application is to bring into line what actually is on the ground, what has been developed, and remove any anomalies.

Mr. Harrison inquired if the recommendation is first for commercial or for community residential, in consideration for the resident's concern about the gas station on the corner.

Mr. John T. P. Horne stated that the development has been completely built-out as non-residential and that there is no additional opportunity for residential development.

Mr. Brown and staff discussed that most of the residential conversations focused on the property to the east, currently zoned residential, and the recommendation was to make that a Community Commercial and moderate density residential as a good transition between the surrounding land development.

2. Spray King Carwash, Inc./Johnson, LU-05-03 & LU-09-03.

Mr. McCleary stated that the applicant requested rezoning of 1.76 acres, zoned low-density residential, to community commercial. The Committee recommends denial of that application but recommends rezoning to Neighborhood Commercial due to the size of the parcel.

3. Pocahontas Trail

Mr. McCleary stated that for Land Use Recommendation Number 2a, Pocahontas Trail, the Committee recommends the approval of new Neighborhood Commercial from M-1, Low-Density Residential.

4. BASF Corporation, LU-04-03

Mr. McCleary stated that the applicant requested re-designation of the land from General Industry to Mixed Use, specifically to build a timeshare. The Office of Economic Development and the Industrial Development Authority strongly recommended against the change as did the consultant.

5. Green Mount Associates, LU-22-03

Mr. McCleary stated that the applicant requested re-designation of the land from Industrial to Mixed Use; and this is the only area that the Committee did not follow the recommendation of the Industrial Development Authority. The Committee recommends designating property north of Route 60 as Mixed Use.

6. Spencer Brothers Builders, Inc., LU-10-03 & LU-11-03

Mr. McCleary stated that the Committee recommended denial of the application to change the land use from Low Density Residential to Mixed Use due to the creek on the site, drainage, wetlands concerns, and lack of a Master Plan for the site.

The Board and Committee discussed the lack of Master Plan for the site after ten years of attempting to compromise with the applicant and the uncertainty of the revitalization of the surrounding land.

7. Gordon Creek Corp./Gray Associates, LU-18-03 & LU-19-03

Mr. McCleary stated that the Committee recommended denial of the expansion of the Primary Service Area as well as denial of the land use change from Rural Lands to Low Density Residential.

6. RECESS

There being no further business the June 24, 2003 Joint Work Session was adjourned at approximately 6:00 p.m.

A. Joe Poole, III, Chairman

O. Marvin Sowers, Jr., Secretary

A REGULAR MEETING OF THE PLANNING COMMISSION OF THE COUNTY OF JAMES CITY, VIRGINIA, WAS HELD ON THE FOURTH DAY OF AUGUST, TWO-THOUSAND AND THREE, AT 7:00 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101-C MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

- | | | | |
|----|------------------|---|-------------------|
| 1. | <u>ROLL CALL</u> | <u>ALSO PRESENT</u> | <u>ABSENT</u> |
| | John Hagee | John Horne, Director Development Management | A. Joe Poole, III |
| | Peggy Wildman | O. Marvin Sowers, Jr., Planning Director | Wilford Kale |
| | Donald Hunt | Christopher Johnson, Senior Planner | |
| | Joseph McCleary | Karen Drake, Senior Planner | |
| | George Billups | Ellen Cooke, Planner | |
| | | Matthew Arcieri, Planner | |
| | | Toya Ricks, Administrative Services Coordinator | |

2. MINUTES

The Commission approved the minutes of the July 14, 2003 meeting with a 5-0 voice vote.

Mr. Sowers introduced Ellen Cook. Ms. Cook has joined the Planning Division as a Planner. She is a welcomed addition to the staff.

3. COMMITTEE AND COMMISSION REPORT

A. DEVELOPMENT REVIEW COMMITTEE (DRC)

Mr. John Hagee presented the DRC report, stating the Committee heard a total of four cases, two each in Ford's Colony and Colonial Heritage. The first in Ford's Colony was a request to reduce the density on a 14 acre site from designated Residential D, maximum of 257 condo style units, to 9 large single-family lots. The next Ford's Colony case was a request to reduce density on a 6 acre site designated for a hotel and conference center. The applicant proposed to use the site to expand the existing parking lot from 200 to 397 spaces and construct two buildings for 28 residential units for overnight accommodations. Both cases were consistent with the Ford's Colony Master Plan and were approved.

The next two cases were in Colonial Heritage. The first was for an 89 lot subdivision on 24 acres, which was approved. The other involved 53 lots on 24 acres and was deferred due to concerns regarding impacts on steep lots and adjacent open spaces. The committee will review that case at the end of August.

In a unanimous voice vote the Commission approved the DRC report.

B. OTHER COMMITTEES

Mr. Joseph McCleary, on behalf of the Steering Committee, advised that the Board of Supervisors held a two hour work session July 22, 2003 to consider the draft 2003 Comprehensive Plan. Additional language was discussed regarding the extension of

Treyburn Drive. The Board will hold another two hour work session August 12, 2003 at 4:00 p.m. to consider the 2003 Comprehensive Plan that is scheduled to be reviewed at the Board of Supervisor's regularly scheduled meeting at 7 p.m. on August 12th.

4. PUBLIC HEARINGS

A. CASE NO. SUP-16-03 Williamsburg Winery – Gabriel Archer Tavern

Mr. Matthew Arcieri presented the staff report, stating Mr. Vernon Geddy III, has applied, on behalf on Williamsburg Farms, Inc., for a Special Use Permit for the continued operation of the restaurant Gabriel Archer Tavern. A restaurant is a specially permitted use in the A-1, General Agricultural district in which the property is located. The applicant has requested a deferral of this case to allow more time to resolve outstanding issues. Staff supports this request.

Mr. McCleary deferred the case until the September 8, 2003 Planning Commission meeting.

B. CASE NO. SUP-15-03 Custom Culinary Connection – Barnes Road

Mr. Matthew Arcieri presented the staff report, stating Jeff and Christy Aczel have applied for a Special Use Permit to construct and operate a catering kitchen adjacent their existing residence at 8757 Barnes Road. All orders for the catering operation would be placed via the internet, phone, or fax and delivered by the company to the client. No customers would visit the site. Food processing and storage is a specially permitted use in A-1, General Agricultural where the property is located. A new kitchen would be constructed to match the existing single family residence.

Traffic impacts will be minimal; however, the Virginia Department of Transportation (VDOT) will require the driveway to be brought to commercial standards. The site is located outside the Primary Service Area (PSA) and is serviced by private well and septic system. The Health Department recommends a separate septic system for the catering kitchen. Testing shows that the property can accommodate a second system.

Staff finds that with proposed conditions the application is consistent with surrounding zoning and development and the Comprehensive Plan Rural Lands Development Standards. Staff recommends approval.

Mr. Billups asked for the name of another catering establishment located outside the PSA that was used in comparison.

Mr. Arcieri clarified that the Health Department looked at other catering kitchens in the local area; not necessarily outside the PSA or within the County to determine sewage flows.

Mr. Billups asked why there was a need for driveway improvements since clients would not visit the site.

Mr. Arcieri stated that the establishment is considered a commercial use and VDOT

would require a commercial entrance especially because of occasional visits by delivery trucks.

Mr. McCleary asked if the discrepancy between the structure size permitted in SUP conditions (2,000 square feet) and the size shown on the conceptual master plan was to allow for future expansion.

Mr. Arcieri said this was correct. Future expansion would not require the applicants to go back through the legislative process.

Mr. Joseph McCleary opened the public hearing.

Mr. Aczel, applicant, thanked the Planning Commission for the opportunity to present their case. He stated that he has had a great experience with the County and in particular Mr. Arcieri. Both he and his wife are graduates of the Culinary Institute and have been in the business a long time. Mr. Aczel feels that offering an attractive, restaurant quality, home cooked meal opens an opportunity that has not been available in the area.

Mr. Hunt asked if the property was served by well water.

Mr. Aczel said yes, but that his research through the Health Department of 'By George Catering' and 'Virginia Culinary Company' confirmed an adequate water supply.

Mr. McCleary asked if the main business will be catering of large groups or delivery to individual households.

Mr. Aczel stated they will supply low cost, quality food to individuals for lunch as well as delivery service for consumption at home.

Ms. Nancy McNelly, 203 Riverview Plantation Drive, thanked the Chairman and Commission for the opportunity to speak. Ms. McNelly said the catering kitchen will be a benefit to businesses and residents in Upper James City County by diversifying meal choices. She supports approval of the Special Use Permits.

Mr. Jeff Catell, of Lanexa, commended the applicants' desire to build a business on their own property in order to spend more time with their children. He agreed with Ms. McNelly on the need for a good, restaurant style meal at home. Mr. Catell recognized others in the audience who came out in support of the applicants.

Mr. McCleary noted the favorable letters included in the staff report and asked the applicant if he is in agreement with the conditions included in the report.

Mr. Aczel acknowledged his agreement.

Hearing no other requests to speak, Mr. Joseph McCleary, closed the public hearing.

Ms. Wildman supported the application stating she thinks it is a wonderful idea that is needed in the upper part of the County.

Ms. Wildman moved to approve the application.

Mr. Hagee echoed Ms. Wildman's comments stating he thinks it a novel business the community can appreciate and seconded the motion.

Mr. McCleary congratulated the applicants on such a great idea. He said that he is aware that graduating from the Culinary Institute of America is no easy task.

In a roll call vote, motion passed (5-0). AYE: Hagee, Wildman, Hunt, McCleary, Billups (5); NAY: (0).

C. CASE NO. Z-05-03 WindsorMeade Marketplace

Mr. Christopher Johnson presented the staff report, stating Mr. Alvin Anderson has applied, on behalf of C.C. Casey Limited Company, to rezone approximately 34.49 acres from R-8, Rural Residential with proffers to MU, Mixed Use, for a commercial shopping center. The proposed shopping center will contain up to 200,000 square feet of commercial space including main center, out parcels along WindsorMeade Way and Monticello Avenue. WindsorMeade Way provides access to all 185 acres of this portion of New Town. The property is located within Section 11 in the West Sector of New Town. The West Sector was allocated a maximum of 183,700 square feet of non-residential density in the New Town Master Plan. The WindsorMeade Marketplace proposal utilizes all remaining non-residential density and proposes to reduce the amount of future high-density residential square footage in Section 12 by seven units and convert the corresponding 50,000 square feet from residential to non-residential.

The site is located inside the Primary Service Area (PSA). The property is predominately surrounded by Master Plan communities, adjacent to other commercial uses and part of a binding Master Plan. Staff finds this proposal consistent with surrounding development and land use. Staff also finds this proposal consistent with the Mixed Use designation of the Comprehensive Plan.

Staff recommends deferral of these applications until the next Planning Commission public hearing on September 8, 2003 in order to allow staff and the applicant to resolve outstanding issues and to allow Virginia Department of Transportation to offer a recommendation on the traffic impact study submitted with this proposal. With the exception of traffic management issues, the remaining issues to be addressed are relatively minor.

Mr. Joseph McCleary opened public hearing.

Mr. Alvin Anderson, representing the applicant, cited the credentials of S.L. Nausbaum Realty Company, the developer. The subject property is adjacent to Monticello Marketplace and proposes a cross connection between the two centers. The design elements are consistent with Monticello Marketplace.

Mr. Anderson detailed the revenue generated by Monticello Marketplace to the County through sales and real estate taxes. This proposal is a logical extension of

Monticello Marketplace. He also indicated that Belk has committed to locate at the site as an anchor store. The proposal included proffers providing for a binding Master Plan, design guidelines, and Design Review Board approval. The proposal is consistent with the Comprehensive Plan designation and New Town Master Plan. Mr. Anderson requested approval as soon as possible in order to meet seasonal retail cycles.

Mr. Hagee asked about the basic difference in design between this facility and Monticello Marketplace.

Mr. Jim Gresock, with S.L. Nausbaum, stated that the largest difference was a more courtyard setting for the parking area.

Mr. Hunt asked Mr. Anderson if he expected the traffic impact study to contain any surprises.

Mr. Anderson said that he expected the report to contain a list of potential solutions.

Mr. McCleary asked if the Casey family already owned the homes adjacent to property.

Mr. Anderson responded yes.

Mr. McCleary asked if the traffic island currently in place would prohibit traffic from turning onto WindsorMeade Way from Monticello Avenue.

Mr. Dexter Williams, traffic consultant, drew a diagram indicating the current turn lane and a proposed second turn lane.

Mr. McCleary stated that the majority of traffic will flow through the crossovers and from Monticello Avenue.

Mr. Williams confirmed that the bulk of traffic will still flow from Monticello Avenue.

Hearing no other requests to speak, Mr. Joseph McCleary deferred the case until the September 8, 2003 Planning Commission meeting.

5. PLANNING DIRECTOR'S REPORT

Mr. Sowers presented the Planning Director's Report. The Director's report includes the 2003 Traffic Impact Study. Also, The Virginia Department of Transportation has begun work on the Capitol to Capitol Trail along Route 5 and Greensprings Road. Adjacent Property Owner notices have gone out and Citizen Meetings will be held sometime next fall or winter to announce the findings. The Board of Supervisors will hold a work session and meeting on August 12, 2003 to consider the Comprehensive Plan.

6. ADJOURNMENT

There being no further business, the August 4th, 2003, meeting of the Planning Commission was adjourned at 7:55 p.m.

A. Joe Poole, III, Chairman

O. Marvin Sowers, Jr., Secretary

**JAMES CITY COUNTY
DEVELOPMENT REVIEW COMMITTEE REPORT**

FROM: 8/1/2003 THROUGH: 8/31/2003

I. SITE PLANS

A. PENDING PRELIMINARY APPROVAL

SP-144-98	Williamsburg Pottery Warehouse/Retail Building
SP-116-99	New Town, Wmbg./JCC Courthouse SP Amendment
SP-087-01	The Vineyards Ph. 3 at Jockey's Neck
SP-089-01	Ewell Station Storm Water Management Fac. Mod.
SP-109-01	Monticello Avenue Extended - SP Amendment
SP-116-01	Powhatan Secondary - Ph. 7, Sanitary Sewer Ext.
SP-009-02	Hairworks Beauty Salon Parking Space Addition
SP-112-02	Ford's Colony Recreation Park
SP-001-03	Colonial Heritage 13th Hole Irrigation Pond
SP-009-03	Energy Services Group Metal Fabrication Shop
SP-030-03	Old Capitol Lodge Site Plan Amendment
SP-033-03	The Colonies at Williamsburg Entrance Road
SP-045-03	Noah's Ark Vet Hospital SP Amendment
SP-051-03	Ford's Colony Country Club Golf Academy
SP-052-03	Kingsmill Access Ramp for Pool Access Bldg.
SP-056-03	Shell Building - James River Commerce Center
SP-063-03	District Park Sports Complex Parking Lot Expansion
SP-065-03	Historic Jamestown Collection Building
SP-077-03	JCC Courthouse Bioretention Demonstration Project
SP-079-03	Tequila Rose Walk-in Cooler
SP-082-03	Williamsburg Winery-Gabriel Archer Tavern
SP-086-03	Colonial Heritage Golf Course
SP-087-03	Busch Gardens Maintenance Storage Building
SP-088-03	Marketplace Shoppes Phase 4
SP-091-03	Colonial Heritage Ph. 1, Sec. 5
SP-092-03	Ford's Colony - Recreation Park Amendment
SP-093-03	New Town - WindsorMeade Way
SP-095-03	KTR Stonemart
SP-097-03	Colonial Heritage Boulevard, Phase 2
SP-105-03	Colonial Heritage Construction Office
SP-106-03	Williamsburg Christian Retreat Center-Pavilion
SP-107-03	Colonial Heritage Golf Maintenance Facility
SP-108-03	Fieldstone Parkway Extension
SP-110-03	Colonial Heritage Ph. 1, Sec. 2 Parking Amendment
SP-111-03	Busch Gardens - Drachen Fire Group Area SP Amend.

SP-112-03	Faith Baptist Recreation Building
SP-113-03	Penske Maintenance and Service Center
SP-114-03	Thayer-Smith Self Storage
SP-115-03	Shouse-Manning Construction Shed Amendment
SP-116-03	Kingsmill - Armistead Point

B. PENDING FINAL APPROVAL

EXPIRE DATE

SP-027-02	120' Stealth Tower--3900 John Tyler Highway	6/13/2004
SP-061-02	Powhatan Plantation Recreation Bldg Amd	6/18/2004
SP-104-02	Colonial Heritage, Ph. 1, Sec. 3 & 3A	12/ 2/2003
SP-110-02	Ewell Station - Ph. 2	10/ 7/2003
SP-144-02	J.W. Crossing, Ph. 2	2/20/2004
SP-005-03	Hankins Farm Water and Sewer Extension	5/27/2004
SP-015-03	Monticello Woods Community Center	4/10/2004
SP-020-03	Jolly Pond Veterinary Hospital	6/30/2004
SP-021-03	Colonial Heritage, Cross Country Sewer Mains	8/22/2004
SP-035-03	Prime Outlets, Ph. 5-A & 5-B - SP Amendment	4/30/2004
SP-049-03	James River Commerce Center Columbia Drive	5/19/2004
SP-050-03	Wmbg-Jamestown Airport T-Hanger & Parking Exp.	7/29/2004
SP-053-03	George Nice & Sons Fill Project	8/ 8/2004
SP-066-03	Colonial Heritage Ph. 1, Sec.1, SP Amendment	6/20/2004
SP-075-03	James City County Fire Station No.2	7/14/2004
SP-076-03	JCSA Five Forks WTF Concentrate Main	7/ 3/2004
SP-089-03	Ford's Colony - Country Club Redevelopment Plans	8/ 4/2004
SP-100-03	Kingsmill East Rivers Edge Phase 4 SP Amend.	8/25/2004
SP-101-03	Alltel Williamsburg 2	8/14/2004
SP-103-03	CoreSix Precision Glass	8/27/2004
SP-104-03	Colonial Heritage 10th Hole Amendment	8/28/2004

C. FINAL APPROVAL

DATE

SP-100-01	Williamsburg Crossing Frontage Road	8/11/2003
SP-002-03	Colonial Heritage, Massie Farm Pond Rehabilitation	8/ 7/2003
SP-010-03	The Colonial Heritage Club	8/ 5/2003
SP-025-03	New Town Block 2	8/11/2003
SP-034-03	Colonial Heritage Sewer Lift Station & Force Main	8/26/2003
SP-044-03	Longhill Grove Apartments	8/ 7/2003
SP-047-03	JCSA Well Facilities Erosion Repairs	8/28/2003
SP-062-03	Patriots Colony, Alzheimer Unit Addition	8/18/2003
SP-078-03	Amend. To Powhatan of Williamsburg Recreation Site	8/ 6/2003
SP-096-03	Water Production Facility W-4 Upgrade	8/19/2003
SP-098-03	Governor's Land - Golf Facility SP Amendment	8/13/2003
SP-102-03	Busch Gardens Photo Awning	8/14/2003
SP-109-03	Williamsburg Plantation Golf Cart Storage	8/29/2003

D. EXPIRED

EXPIRE DATE

II. SUBDIVISION PLANS

A. PENDING PRELIMINARY APPROVAL

S-062-98	Ball Metal Conservation Easement
S-104-98	Skiffes Creek Indus. Park, VA Trusses, Lots 1,2,4
S-013-99	JCSA Mission Bank ROW Acquisition
S-074-99	Longhill Station, Sec. 2B
S-110-99	George White & City of Newport News BLA
S-091-00	Greensprings West, Plat of Subdv Parcel A&B
S-032-01	Subdivision and BLE Plat of New Town AssociatesLLC
S-008-02	James F. & Celia Ann Cowles Subdivision
S-031-02	Bruce's Super Body Shop, Lot 2 subdivision
S-086-02	The Vineyards Ph. 3 BLA Lots 1, 5-9, 52
S-008-03	Norge-Fenton Mill BLA
S-029-03	Wexford Hills Ph. 3B
S-033-03	Fenwick Hills, Sec. 2
S-034-03	Green Mount Associates Lots 3A, 3B & 3C BLA
S-052-03	Hickory Neck Church BLA
S-056-03	Colonial Heritage Ph. 1, Sec. 4
S-058-03	Ford's Colony - Sec. 10, 171-172
S-059-03	Colley Avenue Associates, LLC (Green Cove)
S-062-03	Hicks Island - Hazelwood Subdivision
S-063-03	102 Lands End BLA + BLE
S-065-03	903 Penniman and 700 Maupin BLA
S-066-03	Stonehouse, BLA & BLE Parcel B1 and Lot 1, Sec. 1A
S-067-03	Ford's Colony Sec. 33, Lots 1-49
S-068-03	Williamsburg Farms
S-070-03	Colonial Williamsburg Parcels BLA
S-071-03	Fire Station 2 BLE
S-073-03	Colonial Heritage Ph. 2, Sec. 2
S-075-03	Penske Maintenance and Service Center
S-076-03	Wellington, Sec. 4

B. PENDING FINAL APPROVAL

		EXPIRE DATE
S-058-00	Powhatan Secondary, Ph. 7-A	10/ 2/2003
S-101-01	Greensprings West, Ph. 4A	12/17/2003
S-037-02	Village Housing at the Vineyards, Ph. 3	5/ 5/2004
S-039-02	Powhatan Secondary, Ph. 6-C	5/ 8/2004
S-045-02	The Pointe at Jamestown Sec. 2-A	5/30/2004
S-052-02	The Retreat--Fence Amendment	6/18/2004
S-073-02	Colonial Heritage, Ph. 1, Sec. 3 & 3A	12/ 2/2003
S-076-02	Marion Taylor Subdivision	10/ 3/2003
S-094-02	Powhatan Secondary Ph. 7-C	12/30/2003

S-101-02	Sheldon Properties, L.L.C.	12/13/2003
S-103-02	Alex Harwood Subdivision BLA	12/15/2003
S-107-02	Greensprings West, Ph. 3-C	4/18/2004
S-108-02	Scott's Pond, Sec. 3	1/13/2004
S-112-02	Kensington Woods	2/ 6/2004
S-015-03	Season's Trace Winter Park Lots 51-74	4/15/2004
S-021-03	Stonehouse Sec. 2-C Easements	5/ 2/2004
S-039-03	Ford's Colony - Golf Academy BLA	6/18/2004
S-041-03	Williamsburg Physicians Center - Parcel D	6/25/2004
S-044-03	Fenwick Hills, Sec. 3	6/25/2004
S-047-03	Greensprings West Ph. 4C	8/ 6/2004
S-049-03	Peleg's Point, Sec. 5	7/ 3/2004
S-051-03	The Villages at Powhatan, Ph. 5	7/ 7/2004
S-053-03	Hollinger Family Subdivision	6/18/2004
S-054-03	James River Commerce Center, Parcel 10B	8/ 8/2004
S-055-03	Colonial Heritage Ph. 1, Sec. 5	8/ 4/2004
S-057-03	Ford's Colony - Sec. 34	8/19/2004

C. FINAL APPROVAL

DATE

S-068-02	Forrest Lee Hazelwood BLA	8/20/2003
S-091-02	Williamsburg Landing BLA	8/19/2003
S-046-03	Drewry Family Subdivision	8/28/2003
S-048-03	Powhatan Plantation Ph. 10	8/ 5/2003
S-050-03	New Town - Sec. 3, 5, 6, Lot 13	8/15/2003
S-060-03	Garrett Family Subdivision	8/ 1/2003
S-061-03	P.W. Development, Inc., Sec. 2	8/21/2003
S-069-03	Old Capital Lodge BLE	8/18/2003

D. EXPIRED

EXPIRE DATE

DEVELOPMENT REVIEW COMMITTEE ACTION REPORT
Meeting of Sept. 3, 2003

Case No. S-58-03 Ford's Colony – Section 10, Lots 171 & 172

Mr. Charles Records, on behalf of Realtec, Inc., submitted a subdivision proposing two single-family residential lots in Section 10 of Ford's Colony. The parcels are located near St. Andrew's Drive and Highland and are further identified as parcel (1-140A) on James City County Tax Map (31-3). DRC review is necessary to determine if the proposal is consistent with the approved master plan for Ford's Colony.

DRC Actions: Due to the tie vote, the DRC further requested a report from Mr. Drew Mulhare on September 8th at 6:30 pm to determine if a resolution had been reached between Realtec and the adjacent property owners. The DRC determined they would review the case again on the 8th and if there was still a tie vote; the DRC would present the case to the full Planning Commission at their regularly scheduled meeting on the 8th.

Case No. SP-092-03 Ford's Colony Recreation Park

Mr. Charles Records, on behalf of Realtec, Inc., submitted a site plan for a community recreation park with revised pool layout and additional tennis courts. The site is located at 230 Westbury in the Powhatan District and is further identified as parcel (1-11A) on James City County Tax Map (32-2). DRC review is necessary as the Zoning Ordinance requires that all development plans in Ford's Colony be consistent with the approved master plan for Ford's Colony. Development Plans may deviate from the master plan if the Planning Commission concludes that the plan does not significantly alter the character of land uses or other features or conflict with any conditions placed on the approval of the rezoning.

DRC Action: The DRC deferred consideration of this case until the October 1st meeting.

Case No. S-067-03 Ford's Colony Section 33, Lots 1-49

Mr. Charles Records, on behalf of Realtec Inc., submitted a site plan proposing the approval of 49 single-family residential lots in Section 33 of Ford's Colony. The proposed new parcels are located at Ford's Colony and St. Andrews Drive and are further identified as parcel (1-53) on James City County Tax Map (31-3). DRC review is required to determine if the proposal is consistent with the approved master plan for Ford's Colony.

DRC Action: The DRC found the proposal not consistent with the Ford's Colony Master Plan by a vote of 4-0. The DRC deferred action on the cul-de-sac street exception request until a Master Plan Amendment has been approved by the Board of Supervisors.

Case No. S-56-03. Colonial Heritage Phase 1, Section 4

Mr. Richard Smith, on behalf of Colonial Heritage LLC, submitted a subdivision plan proposing the creation of fifty-three new residential lots. The parcel is located at 6895 Richmond road and is further identified as parcel (1-32) on James City County Tax Map (24-3). DRC review is

required for subdivisions proposing over fifty lots. The case was deferred from the DRC's July 30th meeting.

DRC Action: The DRC recommended approval of the subdivision.

Case No. S-059-03 2247 Lake Powell Road, Alternative Septic System Waiver Request

Mr. Lamont Myers, on behalf of Colley Avenue Associates, LLC, submitted a subdivision plan proposing five new single family residences at 2247 Lake Powell road and requesting an alternative septic system waiver. The parcel is located at 2247 Lake Powell Road in the Jamestown District and is further identified as parcel (1-33) on James City County Tax Map (47-4). DRC review is necessary because the Subdivision Ordinance requires lots inside the Primary Service Area, which are not otherwise required to connect to public sewer, to be served by a conventional septic system.

DRC Action: The DRC recommended that an exception be granted to allow an alternative septic system on Lot No. 5 of the proposed subdivision.

**Case Nos. C-087-03 Osprey Drive Septic Waivers
C-088-03
C-106-03**

Mr. Aaron Small, on behalf of Paul E. Small and James Harold Timberlake, Jr., submitted three applications for septic waivers at 7270, 7274, and 7264 Osprey Drive. These parcels are further identified as parcels (8-6), (8-8), (8-3) respectively, on James City County Tax Map (19-1). These parcels would be served by drainfields on the parcels (8-21) and (8-20). DRC review is necessary because the applicant has requested an exception to the Subdivision Ordinance in order to use off-site, low-pressure distribution (LPD) systems to provide sewer service.

DRC Action: The DRC recommended approval for the septic waivers.

**SPECIAL USE PERMIT-16-03. Williamsburg Winery - Gabriel Archer Tavern
Staff Report for September 8, 2003, Planing Commission Public Hearing**

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.

PUBLIC HEARINGS

Building C Board Room; County Government Complex
Planning Commission: August 4, 2003, 7:00 p.m. (Deferred)
Board of Supervisors: September 8, 2003, 7:00 p.m.

SUMMARY FACTS

Applicant: Vernon Geddy, III

Land Owner: Patrick Duffeler

Proposed Use: Continued operation of existing restaurant

Location: Off of Lake Powell Road next to the Williamsburg Winery

Tax Map and Parcel No.: (48-4)(1-10)

Primary Service Area: Inside

Parcel Size: 283.3 acres

Existing Zoning: R-8, Rural Residential

Comprehensive Plan: Low Density Residential

Surrounding Zoning: North and West: R-1, Limited Residential
South and East: R-8, Rural Residential

Staff Contact: Sarah Weisiger - Phone: 253-6685

STAFF RECOMMENDATION:

The applicant has requested a deferral of this case to allow more time to resolve outstanding issues. Staff recommends deferral until the next Planning Commission meeting on October 6, 2003.

Sarah Weisiger

CONCUR:

O. Marvin Sowers, Jr.

SW/adw
sup-16-03.wpd

Attachment:

1. Application deferral request

GEDDY, HARRIS, FRANCK & HICKMAN, L.L.P.

ATTORNEYS AT LAW

1177 JAMESTOWN ROAD

WILLIAMSBURG, VIRGINIA 23185

TELEPHONE: (757) 220-6500

FAX: (757) 220-6342

MAILING ADDRESS:

POST OFFICE BOX 379

WILLIAMSBURG, VIRGINIA 23187-0379

email: vgeddy@widomaker.com

VERNON M. GEDDY, JR.
STEPHEN D. HARRIS
SHELDON M. FRANCK
VERNON M. GEDDY, III
SUSANNA B. HICKMAN

ANDREW M. FRANCK

August 20, 2003

Ms. Sarah Weisiger
James City County Planning Department
101-E Mounts Bay Road
Williamsburg, Virginia 23185

Re: Case SUP-16-03/ Williamsburg Winery - Gabriel Archer Tavern

Dear Sarah:

I am writing to request on behalf of the applicant that this case be deferred from the September until the October Planning Commission meeting to allow us to meet and resolve the issues we have been discussing. Thanks.

Sincerely,



Vernon M. Geddy III

VMG:s

cc: Mr. Patrick G. Duffeler

**Case Nos. Z-6-03/MP-4-03. New Town – Sections 2 and 4 Rezoning Amendment
Staff Report for the September 8, 2003, Planning Commission Hearing**

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.

PUBLIC HEARINGS

Planning Commission: Building C Board Room; County Government Complex
September 8, 2003, 7:00 p.m.

Board of Supervisors: October 14, 2003 7:00 p.m. (tentative)

SUMMARY FACTS

Applicant: Mr. Alvin P. Anderson of Kaufman & Canoles

Land Owner: New Town Associates, LLC

Proposed Use: To amend the Master Plan, Proffers and New Town Design Guidelines for approximately 85.6 acres of New Town Section 2 & 4 that is currently zoned Mixed Use (MU), with proffers. Rezone approximately 2.9 acres of land to MU with proffers that is currently in New Town Section 9, zoned M-1, Limited Business & Rural Residential, R-8 with proffers to be incorporated into Section 2 & 4, zoned MU with proffers. If approved, proposed construction for Section 2 & 4 would include approximately 620,000 square feet of retail space, approximately 122,000 square feet of office and commercial space, and approximately 525 residential units.

Location: At the intersection of Ironbound Road and Monticello Avenue (northwest corner), across from the Courthouse.

Tax Map and Parcel No.: A portion of (38-4)(1-50)

Primary Service Area: Inside

Existing Zoning: M-1, Limited Business, Rural Residential (R-8), with proffers and an approved Master Plan, and Mixed Use (MU), with proffers.

Comprehensive Plan: Mixed Use

Surrounding Zoning: North and West: Other undeveloped lands zoned R-8, with proffers and M-1, Limited Business
East: Undeveloped land within the City limits
South: The Courthouse, AVI, and the new Post Office

Staff Contact: Karen Drake - Phone: 253-6685

STAFF RECOMMENDATION:

Staff finds the proposal generally consistent with the adopted 1997 New Town Master Plan and Design Guidelines. Staff further finds the proposed development compatible with surrounding zoning and development and consistent with the 2003 Comprehensive Plan recommendations. Staff also finds the proposed proffers sufficiently mitigate anticipated impacts, including traffic through the right-in only entrance on Monticello Avenue. Staff therefore recommends the Planning Commission approve the rezoning application and acceptance of the voluntary proffers.

BRIEF HISTORY AND DESCRIPTION OF NEW TOWN

In August 1995, James City County and the C.C. Casey Limited Company sponsored parallel design competitions for a Courthouse and Town Plan, respectively, to be located on approximately 600 acres known as the "Casey" property. The winning town plan, chosen from among 99 entries worldwide, was submitted by Michel Dionne, Paul Milana and Christopher Stienon of New York City.

The program includes several civic facilities, 600,000 square feet of regional and community retail, 400,000 square feet of office space and 2,000 residential units of varying types. The plan locates a civic green at the southeast corner of the site where it becomes central to the larger Williamsburg region and a gateway to the town. A retail square is the focus of the mixed-use town center. The neighborhoods are composed of a simple street and block pattern that accommodates alleys, and permits a variety of lot sizes and housing types. The public spaces of the plan connect to the regional system of public open space so that the new town becomes an urban extension and center for the region.

Using the winning town plan as a launching pad, on December 22, 1997, the Board of Supervisors approved rezoning applications (Case Nos. Z-4-97 & Z-10-97) that set forth the New Town binding master plan and Design Review Guidelines by rezoning 547 acres of the Casey Tract to R-8 with proffers. The purpose of the R-8 zoning was to bind the property to the Proffers and Master Plan, which set maximum densities, major roads, major open spaces and types of uses. Under the proffers, the R-8 area could not actually be developed until further rezoning to MU. The purpose for this was to implement the full development gradually. Also, by rezoning areas separately, the Planning Commission and Board will have the opportunity to gauge proposed development against current situations (in an attempt to best mitigate impacts) and to evaluate the proposed development against the Master Plan, the proffers and the design guidelines.

To allow for initial and immediate construction, 27.5 acres of the Plan (Section 1) was rezoned to Mixed Use in 1997. Section 1 approved uses included 146,000 square feet for institutional and public use (80,000 square feet for the Courthouse and 66,000 square feet for the Williamsburg United Methodist Church); 60,000 square feet for office space, Institutional/Office Mixed Use, or Office/Commercial Mixed Use; and 3.5 acres for Open Space.

On what is commonly referred to as the west side of New Town due to its location west of Route 199, the Windsor Meade Retirement Community rezoning application (Case Z-02-01/MP-02-01) was approved by the Board of Supervisors on October 23, 2001. Windsor Meade Retirement Community will provide 300 residential units of various levels of continuous health care and have a maximum of 19,500 square feet of commercial office space. And currently under review by the Planning Commission, the Windsor Meade Marketplace rezoning application (Case Z-05-03) proposes approximately 200,000 square feet of commercial and retail space fronting Monticello Avenue.

On the east side of New Town, Section 2 & 4 was rezoned to Mixed Use with proffers on December 11, 2001. (Case No. Z-03-01) Section 2 & 4 borders both Ironbound Road and Monticello Avenue and is where the recently opened Corner Pocket is located and where the Suntrust Building is currently under construction. Featured architectural and design highlights of Section 2 & 4 include the following details:

- ◆ Section 2 is located at the corner of Monticello Avenue and Ironbound Road and contains a Civic Green, the Pecan Square, a Court Square and up to 245,000 square feet of commercial, institutional, and/or office space.
- ◆ The Civic Green is to act as the visual gateway or corner piece into the main street of the town from the east, south and west. Its character is two-fold, split by two major user groups. A large grouping of deciduous street trees will define both the Civic Green and the edges of Monticello Avenue and Ironbound Road. Where commercial and retail buildings to the north border it, its character is that of an active, urban gathering space. Primarily an area consisting of built improvements (hardscape), it is to contain similar materials and elements found in urban plazas

or village open spaces. On the other corner, at the street intersection, the character of the Civic Green becomes more passive with less users but capturing more off-site visual interest. This portion of the Civic Green is to be primarily green, with areas of landscaping acting as both a visual and spatial edge of the urban plaza, allowing views into and off of the site. Originally just under two acres in size, it is now proposed to be approximately 0.7 acres in size.

- ◆ The Court Square marks the main entrance into the Town from Monticello Avenue. Its character is a more natural setting and includes the village entry point and pedestrian gathering space.
- ◆ The Pecan Square is to serve as a gateway to the village from Ironbound Road. Seven existing large pecan trees are to be preserved.
- ◆ Section 4 is immediately adjacent to Section 2. Proposed is the Village Square, the Village Green, 525-873 residential units (consisting of multifamily apartments and multifamily condominium units), and 227,500-480,000 square feet of commercial, institutional, and/or office space.
- ◆ The Village Square is the center stage of all activity within the mixed-use town center. It is intended to be a multipurpose public open space surrounded predominantly by two- and three-story mixed-use commercial buildings of varying sizes. These buildings will consist predominately of ground floor retail with second and third story residential and office spaces. Retail, office, and higher density residential uses line the streets that lead to and from the square. The Village Square may be thought of as the town's core where shops, restaurants, small businesses, theaters, and living units come together to form a lively and entertaining centerpiece.
- ◆ The Village Green is to have a character separate from that of the Village Square. The Village Green would be primarily landscaping and open space (softscape) and will be designed to encourage passive activities as an amenity to the nearby residential uses. Shade trees, planting beds, fountains, and seating areas are encouraged elements of the open space.
- ◆ Regarding street design, within all of New Town is based on street design cross sections contained within the design guidelines. The cross sections include street trees, medians, and pedestrian/bicycle facilities. All streets within Sections 2 & 4 have the potential to be privately owned and maintained (non-gated); however, the intention is that all streets will be publicly owned, maintained, and constructed to VDOT standards, unless VDOT will not approve the streets as substantially described within the Guidelines. Only in this circumstance would the streets be private.

DESCRIPTION OF THE CURRENT REZONING PROPOSAL

This rezoning application (Case Z-06-03) has two primary objectives. The first is to amend the Design Review Guidelines governing Section 2 & 4. Several minor edits have been made to the design guidelines to allow for greater flexibility based on current market conditions and reflect the construction of the first New Town buildings. The New Town Design Review Board approved the revised Design Review Guidelines at their August 21, 2003 meeting as being substantially consistent with the original vision of New Town guidelines and adopted Master Plan.

The opportunity to amend the Design Review Guidelines is made possible by the second objective of this application, which is to rezone approximately 2.9 acres of land to Mixed Use with proffers that is currently in New Town Section 9. The land in question is where the former VDOT BMP was located on Monticello Avenue and borders the woodland preserve in Section 4 located between New Town Avenue and Court Street. The site is opposite the proposed Williamsburg United Methodist Church, AVI Associates and the Monticello Post Office.

New Town Associates recently acquired the land from VDOT and, due to its proximity to Section 2 & 4, wishes to develop the 2.9 acres in conjunction with Section 2 & 4. Depending on the tenant, New Town proposes to construct one or two buildings, ranging in size from approximately 15,000 to 20,000 square feet for retail, office or commercial uses. Site development will be restricted by the adjacent wetlands and New Town regional stormwater management pond. Primary access to enter and exit the site would be from New Town Avenue and there would be a right-in only access point to the site from Monticello. The traffic impacts of developing the 2.9 acres are discussed later in the staff report.

It should be noted that the overall limits on total number of residential units and non-residential square footage for New Town is not being changed with this application. No new residential units are proposed with this rezoning. The rezoning proposes to add land to Section 2 & 4 of New Town for non-residential construction, therefore potentially lowering the final building density. Rather than set finite square footages and dwelling uses for each use in each section, the adopted master plan establishes certain uses for each section and then describes in tables the maximum square footages and dwelling units which would occur under two market scenarios.

The first scenario assumes the residential uses are built out to the maximum extent, whereas the second scenario assumes non-residential uses are built out to the maximum extent. This system is intended to provide flexibility in determining the mix of residential and non-residential uses in each section. The results for the entire east side of New Town development (Sections 1-10) and for Section 2 & 4 are summarized below:

EAST SIDE OF NEW TOWN, SECTIONS 1-10		
	Maximum Residential Scenario	Maximum Non- Residential Scenario
Residential	1,972 dwelling units	1,171 dwelling units
	4.5 du/acre overall cap	4.5 du/acre overall cap
Non-residential	1,407,800 square feet	2,055,300 square feet

SECTIONS 2 & 4		
	Maximum Residential Scenario	Maximum Non- Residential Scenario
Residential	953 dwelling units	525 dwelling units
Non-residential	427,500 square feet	725,000 square feet

Surrounding Development and Zoning

The surrounding property is a mix of institutional, residential, and commercial uses, with residential being the predominant use. Eastern State Hospital, which is zoned R-2, is located to the north of New Town. Also to the north are existing industrial properties along Tewning Road. Ford's Colony planned community is found to the north and west, as is a relatively small amount of R-8 property. On the eastern side of Route 199, the southern boundary is primarily industrial with New Quarter Industrial Park and undeveloped M-1 property. This undeveloped M-1 property is shown on the overall master plan; however, it is not part of New Town. To the east are additional residences, including the Ironbound Square neighborhood, a continuation of the College Woods property, and several commercial uses along Ironbound Road.

Staff believes all sections of the proposed development, including Section 2 & 4, are compatible with surrounding zoning and development. In general, nonresidential areas of the proposed development are located away from existing residential communities or are focused internally. In addition, the overall master plan concentrates its more dense residential uses in the central part of the development, with some multifamily allowed along Monticello Avenue.

Comprehensive Plan

The 2003 Comprehensive Plan shows the entire New Town master planned area, which includes all the property requested for rezoning, as Mixed Use on the Land Use map. The Comprehensive Plan states that mixed use areas:

- are centers within the PSA where higher density development, redevelopment, and/or a broader spectrum of use is encouraged;
- are intended to maximize the economic development potential of these areas by providing areas primarily for more intensive commercial, office, and limited industrial uses when located at or near the intersections of major thoroughfares;
- are intended to provide flexibility in design and land uses in order to protect and enhance the character of the area; and
- require nearby police and fire protection, arterial road access, access to public utilities, large sites, environmental features such as soils and topography suitable for intense development, and proximity to large population centers.

The mixed-use land designation further states that moderate to high-density residential uses could be encouraged in the Mixed Use area where such development would compliment and be harmonious with existing and potential development. The timing and intensity of commercial development at a particular site are controlled by the maintenance of an acceptable level of service for roads and other public services, the availability and capacity of public utilities, and the resulting mix of uses in a particular area. The consideration of development proposals in Mixed Use areas should focus on the development potential of a given area compared to the area's infrastructure and the relation of the proposal to the existing and proposed mix of land uses and their development impacts.

During the 2003 Comprehensive Plan Update, the New Town Mixed Use area description was reviewed to ensure it continues to generally support the implementation of the winning town plan from the design competition and now states:

For the undeveloped land in the vicinity of and including the Route 199/Monticello Avenue interchange, the principal suggested uses are a mixture of commercial, office, and limited industrial with some residential as a secondary use. The development in this area should be governed by a detailed Master Plan which provides guidelines for street, building, and open space design and construction which complements the scale, architecture, and urban pattern found in the City of Williamsburg.

The other primary consideration in the Comprehensive Plan for this master planned area is its location in the New Town Community Character Area (CCA) and along the Monticello Avenue, Ironbound Road, and Route 199 Community Character Corridors (CCC). The CCA generally calls for a superior design which provides a balanced mixture of businesses, shops, and residences in close proximity to one another in an urban environment. It also describes more specific design standards to which development in that area should adhere. The Ironbound Road CCC and Monticello Avenue CCC are primarily suburban/urban in nature along the New Town borders, and as such, the built environment, formal landscaping, and pedestrian amenities should dominate the streetscapes in these corridors.

Staff finds that Section 2 & 4 is consistent with the Comprehensive Plan land use and CCC designation, given the uses and densities proposed in the master plan, the proposed proffers and the standards set forth in the design guidelines. Moreover, the design guidelines establish "comprehensive plans" for the Monticello Avenue and Ironbound Road corridors which meet the intent of the CCC language in the Comprehensive Plan.

Fiscal Impact Study

Since this rezoning application does not represent an increase in the density of retail, commercial and office space planned for Section 2 & 4 of New Town, the Wessex Group in the attached June

20th letter is of the opinion that there would be no significant change in fiscal impact for the development of 2.9 acres.

A thorough review of the original Fiscal Impact Study, dated July 2001 and revised in September 2001, was conducted during the first rezoning application of Section 2 & 4 where it was noted for Sections 2 & 4, the County will realize a net gain of approximately \$1.46 million annually at build-out and beyond. However, regarding fiscal impacts, one premise for New Town as a whole, is that the development will be fiscally neutral at build out and fiscally positive in the timing of the development - i.e. the commercial investment will lead the residential investment. By virtue of the anticipated future phased rezonings, this Board, and future Boards, will have the final say whether this is actually what happens. **Staff has no additional comments on the fiscal impact statement for this rezoning application.**

Traffic Impact Study & Traffic Proffers

The completion of the Route 199 and Monticello Avenue has made New Town both easily accessible and a center of regional activity. The 2003 traffic counts taken by the County indicate that Monticello Avenue, in front of the Courthouse, handles 19,927 traffic trips per day. Staff's focus has been and continues to be maintaining Monticello Avenue as viable thoroughway to connect James City County with the City of Williamsburg.

For the original rezoning of Section 2 & 4, the Traffic Impact Study was prepared using the methodology agreed to by the Board of Supervisors in the 1997 proffers. These proffers require an update of the 1997 traffic impact study using

- expected traffic from the current rezoning proposal;
- expected traffic generated from all previously approved development in New Town;
- VDOT anticipated daily background traffic for the year 2015; and
- anticipated traffic generated from the Powhatan Secondary development.

The study was performed, and recommendations were made to maintain a Level of Service (LOS) "C" or better on existing roads.

Traffic Study and Road and Signal Improvements/Traffic Signal Preemption Equipment proffers were accepted with the original Section 2 & 4 rezoning that are consistent with the recommendations of the 1997 Traffic Study and the 2001 Update to the Traffic Study. These proffers set forth certain road improvements, to be installed when warranted by VDOT at the following locations:

- ◆ North Boulevard
- ◆ Courthouse Street
- ◆ Center Street

Prior to the occupancy of 175,000 square feet of office space (or equivalent traffic generation from other uses), additional road improvements must be completed at the intersection of Monticello Avenue and Ironbound Road.

More road improvements, including additional turn signals and turn lanes may be warranted when future rezonings are proposed. The Virginia Department of Transportation (VDOT) reviewed the original rezoning study and does not have any outstanding comments at this time. VDOT has stated that they do reserve the right to require additional traffic analysis at the time site plans and/or subdivision are submitted for development within Sections 2 & 4, and additional requirements may be placed on the development by VDOT at that time.

The Board should note that some of the recommended road improvements are necessary to maintain an intersection LOS of "C" or better. Although LOS "C" is the accepted County standard by both VDOT and staff, a LOS of "C" or better is a very suburban-scale goal. In an effort to reduce the scale of the road network and the related improvements (e.g., dual left-hand turn lanes at all intersections), it may be beneficial to try to achieve a LOS "D" or better. A LOS of "D" or better is an accepted urban standard that staff feels would be appropriate for this development and would

produce a more pedestrian-friendly design. Staff has asked the applicant to investigate this scenario, to see what impacts it has on the development and on existing public roads and will explore this issue further with VDOT and the applicant at the development plan stage.

Regarding traffic impacts of this rezoning application to incorporate the 2.9 acres of land, the applicant submitted a supplement to the traffic study for Section 2 & 4 that concluded that since there is not an increase in previously approved development density or square footage, there is not an increase in previously approved traffic. Total development and traffic volumes remain the same.

If approved, the traffic changes as result of this rezoning are for access on New Town Avenue and Monticello Avenue. However, the driveway accesses to Monticello Avenue and New Town were not directly accounted for in previous New Town traffic studies.

For this rezoning application, a master plan was first submitted that proposed a right-in/right out on Monticello Avenue from the 2.9 acre parcel of land to be rezoned. Staff objected to this separate driveway entrance as it was inconsistent with the vision of New Town and might set a precedent. VDOT objected to this right-in/right out entrance due to its proposed location in the proposed Monticello turn lane having possible safety issues.

Staff met with the applicant and VDOT to discuss the possibility of having a right-in entrance only from Monticello Avenue to the 2.9 acre parcel. Referring to the attached July 31, 2003 letter from Mr. John McCann, New Town states that this parcel is a unique site in New Town. It is separated from the rest of the town center by the woodland preserve on the east and the wetlands conservation area on the north. It is not contiguous to another parcel. Without a driveway on Monticello Avenue, only a single driveway on New Town Avenue can be provided. New Town Associates notes that they view New Town Avenue as a major entrance to New Town. A right-in only entrance to the 2.9 acre site at the intersection of Monticello Avenue and New Town Avenue will help alleviate traffic conflicts at this strategic location. In further support of the right-in only entrance, the applicant has proposed the one new proffer for Section 2 & 4 that is applicable only to the 2.9 acre parcel of land and limits access to a right-in only entrance from Monticello Avenue.

The attached amended Master Plan for New Town illustrates a right-in only entrance to the parcel. VDOT has reviewed the amended master plan and concurs that the right-in only access off of Monticello Avenue should not cause a significant safety issue or noticeably degrade the level of service on Monticello Avenue. Staff also believes that due to the unique characteristics of this site, this entrance does not set a precedent for future access requests. Staff and VDOT will review the engineering details of the right-in only entrance when development plans are submitted for approval.

Proffers

Signed supplemental proffers dated July 22, 2003 have been submitted by the applicant are attached for your reference. Other than the one new proffer restricting access to a right turn in only from Monticello Avenue to the 2.9 acre site that is discussed in greater detail in staff's review of the traffic impact study, **there are no other substantive changes to the proffers submitted in this rezoning amendment and the original Section 2 & 4 Rezoning. Staff has no additional comments on proffers for this rezoning application.**

Powhatan Creek Watershed Study

New Town is within the Powhatan Creek Watershed and will need protection from development impacts. For Section 2 & 4 of New Town, potential impacts have been modeled by the Williamsburg Environmental Group and compared with the recommendations of the Powhatan Creek Watershed Plan. Staff has reviewed the information and impact analysis compiled for Sections 2 & 4, and believes the master stormwater plan submitted with the rezoning application addresses the recommendations of the Powhatan Creek Watershed Plan.

Recommendation:

Staff finds the proposal generally consistent with the adopted 1997 New Town Master Plan and Design Guidelines. Staff further finds the proposed development compatible with surrounding zoning and development and consistent with the 2003 Comprehensive Plan recommendations. Staff also finds the proposed proffers sufficiently mitigate anticipated impacts, including traffic through the right-in only entrance on Monticello Avenue. Staff therefore recommends the Planning Commission approve the rezoning application and acceptance of the voluntary proffers.

Karen Drake

Attachments:

1. Site Location Map
2. Amended Master Plan for Section 2 & 4
3. June 20, 2003 letter from the Wessex Group
4. July 31, 2003 letter from John McCann of New Town Associates
5. August 21, 2003 approval letter from the New Town DRB
6. Amended Proffers

The Wessex Group, Ltd.

Williamsburg, Virginia

479 McLaw's Circle
Busch Corporate Center
Williamsburg, Virginia 23185
(757) 253-5606 Telephone
(757) 253-2565 Facsimile
wessexgroup@wessexgroup.com (E-mail)

June 20, 2003

Financial and Management Services
James City County, Virginia
101-A Mounts Bay Road
Williamsburg, Virginia 23185

To Whom It May Concern:

This letter accompanies the rezoning application submitted to James City County, Virginia for Section 9 land from the centerline of New Town Avenue east to Section 4, part of which is developable as part of Block 12. The purpose of this letter is to update the fiscal impact estimates for Sections 2 and 4 to include the subject parcel. The initial fiscal impact estimates were prepared by *The Wessex Group, Ltd.* for New Town Associates, LLC and submitted to the county in September of 2001 (*New Town Sections 2 & 4 Mixed Use Plan: Fiscal Impact in James City County, Virginia – Revised: September 2001*). The 2001 report showed that Sections 2 and 4 would generate an estimated \$1.5 million in net fiscal impact for James City County.

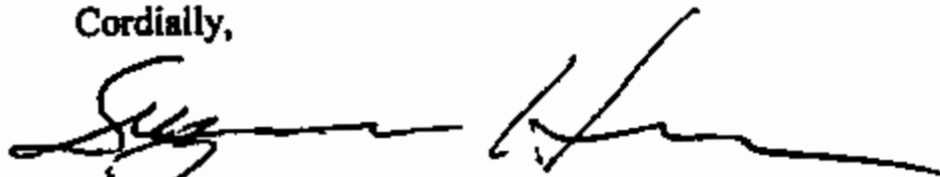
At one time during the ongoing development of New Town, part of Block 12 was used by VDOT as a temporary sediment basin. This basin has since been filled and in conjunction with adjacent land, totals approximately three acres and is now developable. Block 12 is located at the northeast corner of Monticello Avenue and New Town Avenue and fronts on Monticello Avenue. A concept plan for Block 12 shows a parking area with a building on each end of the site. Current plans are to develop up to 20,000 square feet, half of which would be a retail operation and the other half office space.

The office and retail square footage proposed for the subject parcel *does not represent an increase in the density of retail, commercial and office* planned for Sections 2 and 4 of New Town. The overall density planned for Sections 2 and 4 would remain at 602,500 square feet of retail and 122,500 square feet of office/commercial space as approved in 2001. Therefore, it is the opinion of *The Wessex Group* that there would be no significant change in fiscal impact from the development of Block 12.

The only foreseeable effect that the development of Block 12 might have on the county's cash flow could be a slight increase in the total value of land developed and, therefore, a slight increase in real property tax revenue. For example, if the inclusion of Block 12 adds two developed acres to Sections 2 and 4 with a value of \$500,000 (excluding buildings but taking into account frontage on Monticello Avenue), this would generate an additional \$4,350 annually for the county in real property tax revenue. However, it is just as likely that other acreage in Sections 2 and 4 might be left as a conservation area instead of being improved, eventually resulting in a net change in fiscal impact of \$0.

Please contact us if there are any questions about the statements or assumptions described in this letter. We would be happy to explain any issues in greater detail.

Cordially,



Suzanne Huddleston
Vice President – Market Research

NEW TOWN

There's A New Revolution In Williamsburg, Virginia.



July 31, 2003

Mr. John Horne
Department of Dev. Management
101 E. Mounts Bay Road
Williamsburg, VA 23185

REF: Monticello Avenue Driveway Access for Block 12 of New Town

Dear John:

Thank you very much for the opportunity to meet with you on July 29, 2003 to review development criteria for Block 12 of New Town. This letter is provided as a follow-up to your suggestion that a right turn in only driveway from Monticello Avenue to serve Block 12 may be acceptable to County staff.

In our previous proposal for a right turn in and out driveway, we made the points that the proposed driveway for Block 12 is consistent with: 1) other New Town access spacing, and 2) the history of evolving development and access plans for New Town. Perhaps more importantly, Block 12 has characteristics quite different from other New Town parcels in terms of access needs and opportunities as follows:

1. This is a unique site in New Town. It is separated from the rest of the town center by the woodland preserve on the east and the wetlands conservation area on the north. It is not contiguous to another parcel. Without a driveway on Monticello Avenue, only a single driveway on New Town Avenue can be provided.
2. Unlike most out parcels which might have as much as 200 feet of main road frontage and average .75 acres, this site has almost 560 feet of frontage on Monticello Avenue and is more than three times the size at about 2.7 acres. It will likely have at least two buildings rather than one. Because of this, it should be looked at as multiple parcels. Thus, access from Monticello would likely serve two or more major users, at least one of which will be retail where convenient access is critical to attract the quality user.
3. Given the available land area of Block 12, we are confident that we can allocate as much as 20,000 sq. ft. of program (roughly 7,400 sq. ft. per acre) to the Block. A typical out parcel user will want a 5,000 sq. ft. building, suggesting that multiple buildings could be accommodated on the site. The location's excellent visibility will certainly attract users

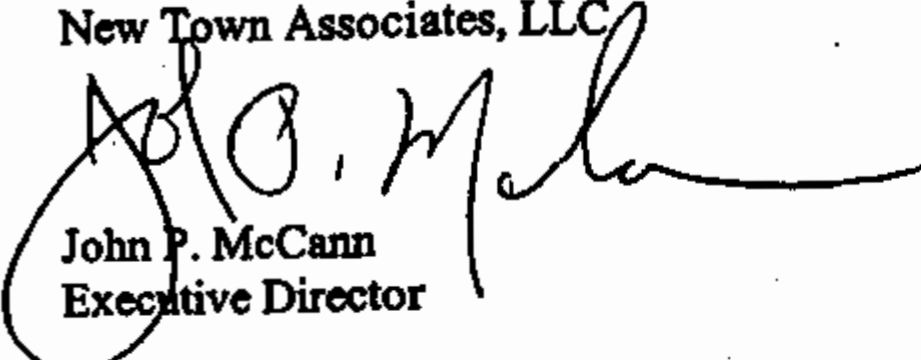
such as banks, restaurants and convenience retailers, such as a pharmacy, which tend to be mid-to-high traffic generators. A single means of ingress and egress for multiple mid-to-high traffic generators is highly unusual. Having at least two access points will better serve the site, and will attract the highest quality users. Given that Block 12 is an important gateway site to the town center, we would like to see the best possible users at this location.

4. New Town Avenue is viewed by us as one of the two main entrances to the high density town center. If we achieve the densities that are planned, there will be a lot of inbound and outbound traffic on New Town Avenue. Traffic on New Town Avenue will make entering, and particularly exiting, the site difficult. If the only access to the parcel is from New Town Avenue, then at certain times, cars coming from Monticello, turning onto New Town Avenue and turning into Block 12 will impede the flow of traffic on New Town Avenue, as cars slow to turn into Block 12, some of them stopping to try to find the entrance into the parcel. New Town Avenue will be the most direct way from Monticello to get to the high density businesses around the Village Square and Green.
5. A right turn in and out driveway on Monticello Avenue would do the most to alleviate the traffic conflicts at the Block 12 driveway on New Town Avenue. From a safety standpoint, a right in only from Monticello is probably best. A right turn out onto Monticello Avenue could cause a problem by exiting traffic weaving across westbound Monticello Avenue to the left turn lane at the New Town crossover. This potential right turn out maneuver might offset any gain at the New Town Avenue crossover. The right turn in driveway precludes this potential exiting problem on Monticello Avenue while providing some relief to the New Town crossover.
6. While Block 12 has almost 560 of frontage on Monticello Avenue, there is over 800 feet of New Town frontage on westbound Monticello Avenue between Courthouse Street and New Town Avenue. This is the only driveway request on this block of Monticello Avenue.
7. A driveway on Monticello Avenue for the Block 12 buildings provides them with an address on Monticello, and that is something that we all want. The DRB and County Staff made the point that even if the primary access to the buildings is on the side toward their parking, the Monticello side of the buildings should still appear to be the buildings' front.

In summary, a right turn in only driveway on Monticello Avenue to serve Block 12 enhances the quality of potential development in Block 12, provides some relief to traffic congestion on New Town Avenue, and does not have any inherent safety problems. I request your review and concurrence on this matter. We have reflected the right turn in only to Block 12 on the MU Plan.

Sincerely,

New Town Associates, LLC



John P. McCann
Executive Director

Cc: Gregory R. Davis, Kaufman & Canoles
Paul W. Gerhardt, Kaufman & Canoles
Paul Milana, Cooper Robertson
Dexter R. Williams, DRW Consultants
James Peters, AES Consulting Engineers

NEW TOWN DESIGN REVIEW BOARD
P.O. BOX 5010
WILLIAMSBURG, VIRGINIA 23188

August 21, 2003

James City County Board of Supervisors
James City County Planning Commission
101-E Mounts Bay Road
Williamsburg, Virginia 23185

Re: New Town Associates, LLC, Design Approval; Approval of Amended and
Restated Design Guidelines and Amended Master Plan, New Town
Sections 2 and 4

Dear Ladies and Gentlemen:

This Board has reviewed and approved the proposed Amended Master Plan ("Amended Plan") entitled "New Town Sections 2 and 4 Amended Master Plan Berkeley District James City County, Virginia", dated June, 2001, revised September 14, 2001, and amended June 23, 2003, prepared by Cooper Robertson & Partners and AES Consulting Engineers, and the proposed Amended and Restated Design Guidelines ("Restated Guidelines") entitled "Amended and Restated New Town Section 2 and 4 Guidelines James City County, Virginia", dated July 31, 2003. We have reviewed these Restated Guidelines and Amended Plan in light of the factors set forth in the New Town Design Guidelines and the New Town Plan and have determined that the Amended Plan and the Restated Guidelines remain consistent with the same. This letter shall serve as our written advisory recommendation to the James City County Board of Supervisors and Planning Commission with respect to such consistency as required under the New Town Proffers, dated December 9, 1997.

Sincerely,

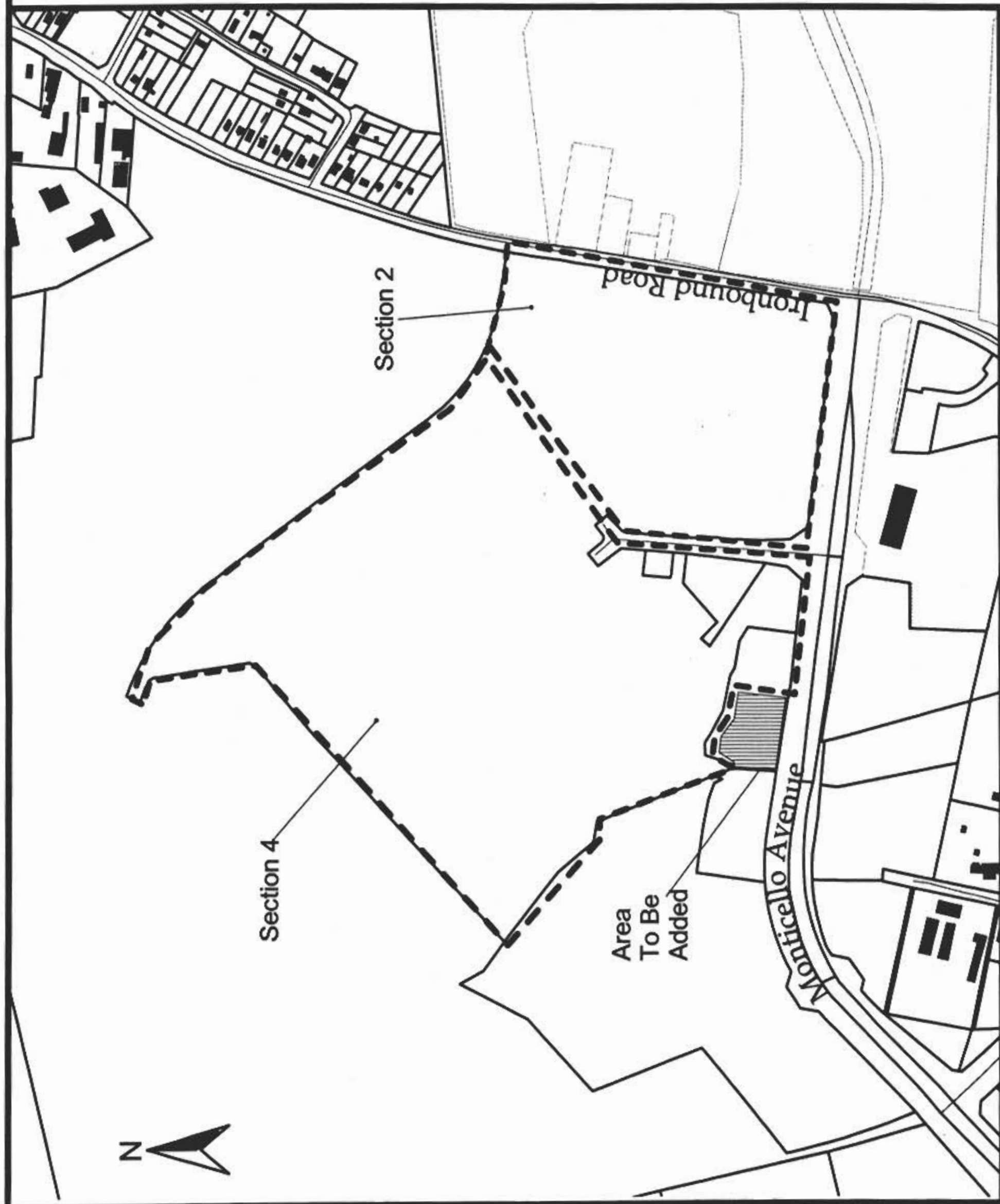
NEW TOWN DESIGN REVIEW BOARD

By: 

Its: Chairman

cc: John T. P. Horn
Alvin P. Anderson, Esq.
Paul W. Gerhardt, Esq.
Gregory R. Davis, Esq.
New Town Associates, LLC c/o John P. McCann

Z-06-03/MP-04-03 New Town Sections 2 & 4

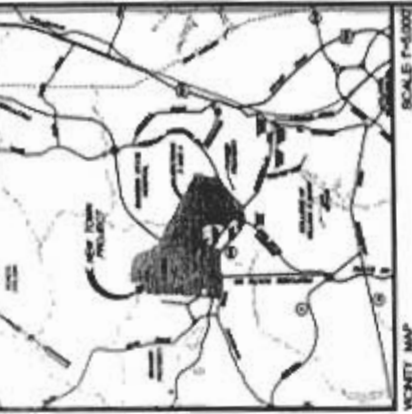


0.4 Miles

0.2

0

0.2



- AREA ADDED TO SECTION 4
- OLD SECTION LINE
- SECTION LINE
- BUILD TO ZONE (100% FRONTAGE)
- FRONTAGE ZONE (80% FRONTAGE)
- FRONTAGE ZONE (60% FRONTAGE)
- REQUIRED OPEN SPACE
- PARKING PLACEMENT ZONE*
- VIEW TRIANGLE (NO BUILDING)

*PER EXEMPTION IN GUIDELINES,
OVERLAY TO BUILDING PLACEMENT ZONE
DRIVEWAY ACCESS

NOTES
EXISTING ZONING IS R-4, M-1, AND M-2 WITH PROPOSED.
PROPOSED ZONING IS R-4, M-1, AND M-2 WITH PROPOSED.
ALL STREETS WITHIN THE SECTION 2 AND 4 PROJECT HAVE THE POTENTIAL TO BE PRIVATE, HOWEVER THE INTENTION IS THAT ALL STREETS WITHIN THE PROJECT BE PUBLIC AND CONSIDERED IN CONFORMANCE WITH THE CITY OF JAMES CITY ZONING ORDINANCE. THE CITY ENGINEER SHALL BE RESPONSIBLE FOR DETERMINING THE STATUS OF EACH STREET. THE CITY ENGINEER SHALL BE RESPONSIBLE FOR DETERMINING THE STATUS OF EACH STREET. THE CITY ENGINEER SHALL BE RESPONSIBLE FOR DETERMINING THE STATUS OF EACH STREET.



NEW TOWN

SECTIONS 2 AND 4

AMENDED MASTER PLAN

BERKELEY DISTRICT JAMES CITY COUNTY, VIRGINIA
JUNE, 2001
REV.: SEPTEMBER 14, 2001
AMENDED: JUNE 23, 2003

OWNER/DEVELOPER: NEW TOWN ASSOCIATES, LLC
LAND PLANNER: COOPER, ROBERTSON & PARTNERS
CIVIL ENGINEER: AES CONSULTING ENGINEERS

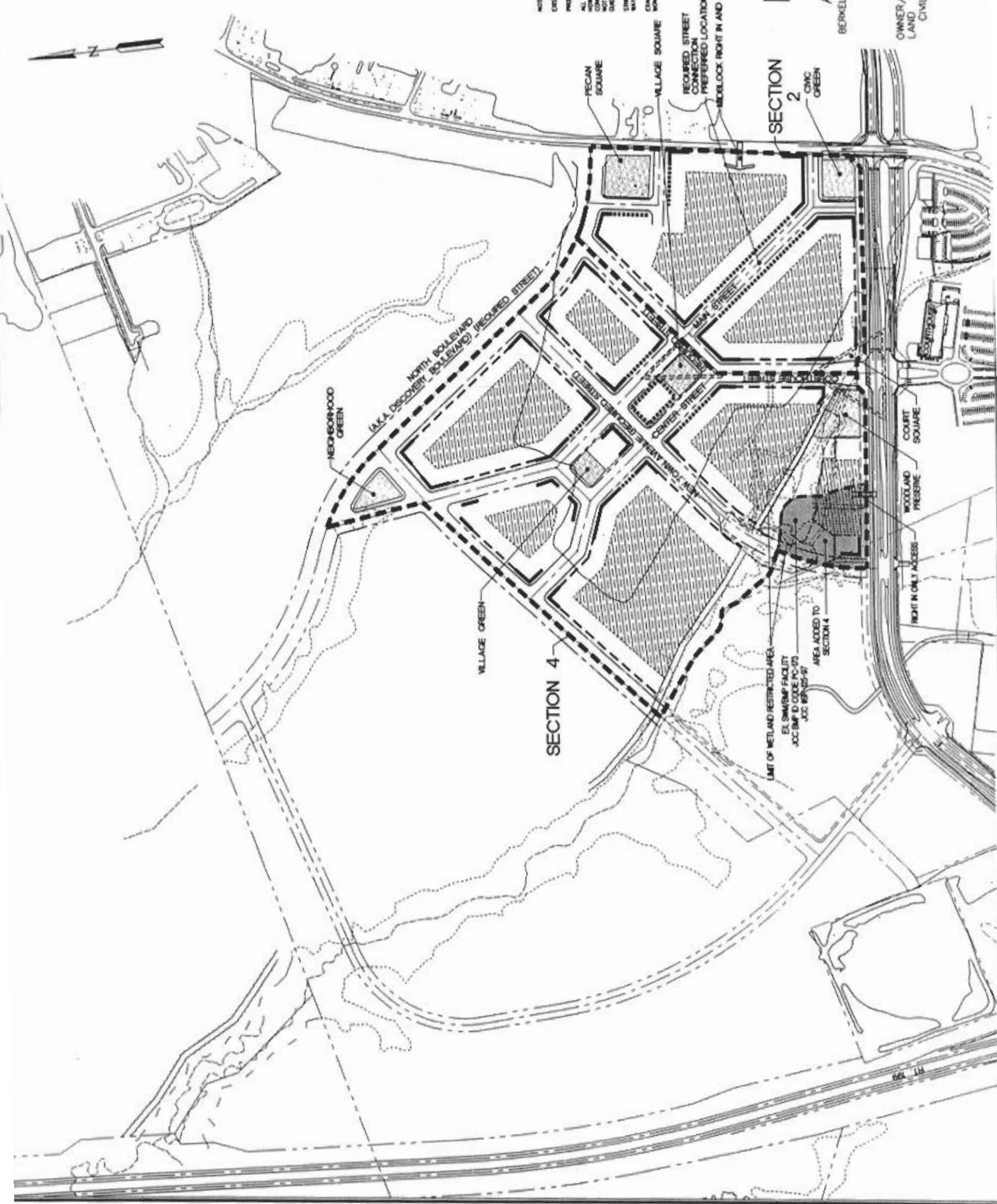


Table 1

Land Use and Density Tabulations:

Residential

EAST SIDE

Section	Use	Phasing	Section Area (ac.)	Developable Area (ac.)	Master Planned Open Space (ac. %)	Max. dw. at Max. Non-Res. Density	Max. dw. at Max. Res. Density	Max. dw. at Max. Non-Res. Density	Max. dw. at Max. Res. Density
1	L.O., M(G), M(GE), J	1	22.1	21.8	1.5/7%	-	-	-	-
2	E, G, C, D, M(G), M(GE), M(G), J	2	25.6	25.4	1.5/7%	-	8.1	-	1.1
3	E, G, A, B, C, D, M(G), M(GE), M(G), M(GE), J	2	35.7	32.9	1.8/3%	-	15.0	-	4.2
4	C, D, E, G, M(G), M(GE), M(G), M(GE), J	2	60.9	53.6	1.0/4%	32.5	8.7	8%	1.1
5	M, J, J	2	13.3	11.2	0	-	-	-	-
6	G, A, B, C, D, M(GE), J	2	37.5	32.5	1.3/4%	-	17.0	-	5.1
7	A, B, C, D, J	2	56.7	52.3	0	317	317	5.6	5.6
8	A, B, C, D, J	2	61.4	52.9	12.8/24%	279	279	4.6	4.6
9	E, G, C, D, M(GE), M(G), M(GE), M(G), A, B, J	2	42.7	39.7	3/2%	30	103	1.2	2.4
10	E, O, M(GE), J	2	12.0	12.0	0	-	-	-	-
TOTAL			364.1	334.5	21.6/6%	1,171	1,972	3.2	5.4
					Minimum Open Space at Final Build Out	Overall Cap	Overall Cap		
					33.5/10%	1,650	1,650	4.5	

Table 2

Land Use and Density Tabulations:

Non-Residential

EAST SIDE

Section	Use	Phasing	Section Area (sq. ft.)	Developable Area (sq. ft.)	Master Planned Open Space (sq. ft.)	Max. s.f. at Max. Res. Density	Max. s.f. at Max. Non-Res. Density	Max. s.f./ac at Max. Res. Density	Max. s.f./ac at Max. Non-Res. Density
1	I.G. M(G), M(OE), J	1	22.1	21.8	1.5 / 7%	218,000	218,000	9,854	9,854
2	F, G, C, D, M(G), M(OE), M(G), M(OE), J	2	25.6	25.6	1.8 / 5%	256,000	256,000	9,815	9,815
3	I.G.A.B.C.D.M(G), M(OE), M(G), M(OE), J	2	35.7	32.9	1.8 / 5%	100,000	140,000	2,801	3,922
4	C, D, F, G, N, C, M(G), M(OE), M(G), M(OE), J	2	66.9	61.6	1.8 / 5%	227,500	180,000	3,216	2,552
5	H, F, J	2	13.5	11.2	0	110,000	110,000	8,148	8,148
6	O, A, B, C, D, J, M(OE), J	2	33.5	32.7	1.3 / 4%	50,000	340,000	1,493	10,149
7	A, B, C, D, J	2	56.7	52.3	0	28,000	28,000	508	508
8	A, B, C, D, J	2	61.4	52.9	12.8 / 24%	33,500	33,500	546	546
9	E, O, C, D, M(G), M(OE), M(G), M(OE), J, A, B, J, J	2	42.3	39.3	8 / 2%	330,000	350,000	7,728	8,157
10	E, O, M(OE), J	2	12.0	12.8	0	110,000	110,000	9,167	9,167
Sub-total			364.1	334.5	21.6 / 6%	1,407,800	2,053,300	3,467	5,443
					Minimum Open Space at Final Build Out	33.3 / 10%			

DEVELOPMENT TYPES

- | | | | |
|---|---------------------------------------|---|--------------------------|
| A | SINGLE FAMILY | F | WHOLESALE AND WAREHOUSES |
| B | TWO/THREE/FOUR FAMILY | G | OFFICE |
| C | TWO STORY TOWNHOUSES | H | INDUSTRIAL |
| D | THREE STORY TOWNHOUSES AND APARTMENTS | I | INSTITUTIONAL AND PUBLIC |
| E | COMMERCIAL | J | COMMON OPEN SPACE |
| | | M | MIXED USE STRUCTURES |

NOTE: RESIDENTIAL UNITS AND NON-RESIDENTIAL SQUARE FOOTAGE NOT UTILIZED WITHIN THE PARTICULAR SECTIONS INDICATED, MAY BE TRANSFERRED TO OTHER SECTIONS OF THE NEW TOWN MASTER PLAN IF APPROVED BY THE DRB AND THE OWNERS OF THE AFFECTED SECTIONS.

NOTES:

1. UNLESS OTHERWISE APPROVED BY THE ENVIRONMENTAL DIRECTOR AND EXCEPT FOR APPROVED ROAD AND UTILITY CROSSINGS, ALL DEVELOPMENT WITHIN NEW TOWN SECTIONS 2 AND 4 SHALL BE EAST OF THE EASTWARD LINE OF THE JAMES CITY SERVICE AUTHORITY GRAVITY SEWER EASEMENT AS DEPICTED ON THE PLAN SHOWN ON THIS SHEET 2 OF 2, OR ANY JURISDICTIONAL WETLANDS DELINEATED AS DEPICTED ON THE PLAN SHOWN ON THIS SHEET 2 OF 2, WHICHEVER IS GREATER.
2. UNLESS OTHERWISE APPROVED BY THE ENVIRONMENTAL DIRECTOR, ALL PIPED STORMWATER OUTFALLS WILL BE DIRECTED TO A BEST MANAGEMENT PRACTICE (BMP).
3. AS PRACTICABLE, OWNER WILL EVALUATE THE POSSIBLE USE OF CIVIC SPACES, PARKING ISLANDS, AND OTHER LANDSCAPED AREAS AS WATER QUALITY ENHANCEMENT FEATURES.
4. PRIOR TO COMPLETION OF BUILD-OUT OF NEW TOWN SECTIONS 2 AND 4, IN ADDITION TO THE BMP(S) SHOWN ON THE PLAN DEPICTED ON THIS SHEET 2 OF 2, THAT BMP IDENTIFIED AS BMP #2 ON THE "MASTER STORMWATER PLAN, OPTION 4 CASEY PROPERTY", DATED 1/8/00, ON FILE WITH THE ENVIRONMENTAL DIRECTOR, OR OTHER SUITABLE ALTERNATIVE BMP(S) AS APPROVED BY THE ENVIRONMENTAL DIRECTOR, SHALL BE COMPLETED. THE TIMING OF CONSTRUCTION OF BMP #2 OR ALTERNATIVE BMP(S) SHALL BE IN ACCORDANCE WITH THE PROVISIONS OF THE INTERIM STORMWATER MANAGEMENT PLAN DEVELOPED FOR THE CASEY PROPERTY AS PRESENTED IN A LETTER DATED NOVEMBER 18, 1997, FROM WILLIAMSBURG ENVIRONMENTAL GROUP TO THE ENVIRONMENTAL DIVISION.

NEW TOWN SECTIONS 2 AND 4 MASTER STORMWATER MANAGEMENT PLAN

BERKELEY DISTRICT JAMES CITY COUNTY, VIRGINIA
JUNE, 2001
REV.: SEPTEMBER 14, 2001
AMENDED: JUNE 23, 2003

OWNER/DEVELOPER: NEW TOWN ASSOCIATES, L.L.C.
LAND PLANNER: COOPER, ROBERTSON & PARTNERS
CIVIL ENGINEER: AES CONSULTING ENGINEERS

MAP PREPARED BY

 AES
CONSULTING ENGINEERS

SHEET 1 OF 2

**SUPPLEMENTAL PROFFERS
NEW TOWN - SECTIONS 2 and 4**

THESE SUPPLEMENTAL PROFFERS are made as of this 22nd day of July, 2003, by **NEW TOWN ASSOCIATES, LLC**, a Virginia limited liability company (together with its successors and assigns, "Associates") (index as a "grantor"); and the **COUNTY OF JAMES CITY, VIRGINIA** (the "County") (index as the "grantee").

RECITALS

R-1. Associates is the developer of certain real property in James City County, Virginia, being more particularly described on EXHIBIT A attached hereto and made a part hereof (the "Property"), and is developing the Property as a mixed use project referred to as "New Town".

R-2. Most of the Property is currently subject to certain proffers (collectively the "Proffers") which include (i) the New Town Proffers (the "New Town Proffers"), dated December 9, 1997, of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia (the "Clerk's Office") as document no. 980001284, and (ii) the New Town – Sections 2 and 4 – Proffers dated November 1, 2001, of record in the Clerk's Office as instrument no. 010023715 (the "Section 2 and 4 Proffers.")

R-3. The New Town Proffers provide for development of the Property in accordance with (i) a conceptual master land use plan entitled, "NEW TOWN PLAN" prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated July 23, 1997, and revised December 8, 1997 (the "New Town Master Plan"), and (ii) design guidelines entitled "NEW TOWN DESIGN GUIDELINES, JAMES CITY COUNTY, VIRGINIA" prepared by Cooper, Robertson & Partners dated September 3, 1997 (the "New Town Design Guidelines").

R-4. Associates has acquired certain additional property by deed dated January 28, 2003 of record in the Clerk's Office as instrument no. 030004167 (the "Additional Property.") Associates intends, by these Supplemental Proffers and a re-zoning of the Additional Property, to consolidate into Section 4 of New Town the Additional Property and portions of the Property previously a part of Section 9 of New Town. The property to be added to Section 4 of New Town, to be rezoned and subjected to these Proffers, is shown as Parcel III on EXHIBIT A ("Parcel III").

R-5. In furtherance of the additions to Section 4 of New Town, Associates has applied for rezoning of Parcel III from R-8 with proffers, M-1 and MU to MU subject to these Supplemental Proffers. Associates has also applied for certain amendments to the New Town Design Guidelines. The requested rezoning to MU, with these Supplemental Proffers, is, in fact, consistent both with the land use designation for the Property on the County's Comprehensive Plan and the statement of intent for the MU zoning district set forth in Section 24-514 of the County's Zoning Ordinance in effect on the date hereof (the "Zoning Ordinance").

R-6. Associates has submitted an update to the Community Impact Statement previously filed with the County's Director of Planning which satisfies the requirements of Section 24-515(c) of the Zoning Ordinance and the Proffers, which update to the Community Impact Statement includes, without limitation, a supplement to the Fiscal Impact Study which has been reviewed and accepted by the County in connection with the rezoning request referenced above. The update to the Community Impact Statement, as well as the Community Impact Statement, and supplement to the Fiscal Impact Study, are on file with the County's Director of Planning.

R-7. Pursuant to subsection 2(b) of the New Town Proffers, there has been established a Design Review Board ("DRB") for development of the property subject to the New Town Proffers.

R-8. Pursuant to the New Town Proffers, the DRB is charged with the responsibility of rendering a written advisory recommendation to the County's Planning Commission and to the

County's Board of Supervisors as to the general consistency with the New Town Master Plan and the New Town Design Guidelines of any proposed master plans and guidelines in future rezonings of the property subject to the New Town Proffers.

R-9. Associates has previously submitted to the DRB, and the DRB has previously approved in writing, as consistent with both the New Town Master Plan and the New Town Design Guidelines, a master plan entitled "NEW TOWN SECTIONS 2 & 4 AMENDED MASTER PLAN", dated June, 2001, revised June 23, 2003 (the "Sections 2 and 4 Amended Master Plan") and amended design guidelines entitled "Amended and Restated NEW TOWN SECTIONS 2 & 4 DESIGN GUIDELINES", dated July 31, 2003 (the "Sections 2 and 4 Amended Guidelines") for the Property, copies of which Sections 2 and 4 Amended Master Plan and Sections 2 and 4 Amended Guidelines are on file with the County's Director of Planning.

R-10. The provisions of the Zoning Ordinance, Section 24-1, et seq., may be deemed inadequate for protecting and enhancing orderly development of the Property. Accordingly, Associates, in furtherance of its application for rezoning, desires to proffer certain conditions which are specifically limited solely to those set forth herein in addition to the regulations provided for by the Zoning Ordinance for the protection and enhancement of the development of the Property, in accordance with the provisions of Section 15.2-2296 *et seq.* of the Code of Virginia (1950), as amended (the "Virginia Code") and Section 24-16 of the Zoning Ordinance.

R-11. The County constitutes a high-growth locality as defined by Section 15.2-2298 of the Virginia Code.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the rezoning set forth above and the Sections 2 and 4 Amended Master Plan, the Sections 2 and 4 Amended Guidelines and all related documents described herein, and pursuant to Section 15.2-2296, et seq., of the Virginia Code, Section 24-16 of the Zoning Ordinance and the

Proffers, Associates agree that all of the following conditions shall be met and satisfied in developing the Property.

PROFFERS:

PROFFERS APPLICABLE TO ALL THE PROPERTY

1. Application of New Town Proffers, Master Plan and Design Guidelines. Unless otherwise specifically noted herein, these Proffers shall supplement and restate in their entirety the New Town Proffers, the Section 2 and 4 Proffers and the New Town Master Plan, but only as to the Property.

2. New Town Owner's Association. Either a supplemental declaration (the "Supplemental Declaration") shall be executed and recorded in the Clerk's Office to submit all or a portion of the Property to the New Town Master Association, a Virginia non-stock corporation (the "Commercial Association"), and to the Master Declaration of Covenants, Easements and Restrictions for New Town, dated June 22, 1998, recorded in the Clerk's Office as documents no. 980013868, the articles of incorporation and the bylaws governing the Association, as any of the foregoing have been or may be hereafter supplemented, amended or modified pursuant to the terms thereof, or, in the alternative, for any of the Property not submitted by the Supplemental Declaration, a separate association (the "Residential Association") shall be formed. In addition to the Commercial Association and Residential Association, one or more separate owners or condominium associations may be organized for the Property (each individually a "Separate Association") and supplemental restrictive covenants may be imposed on the Property. The Supplemental Declaration and any articles of incorporation, bylaws and declaration associated with separate owner's associations for the Property (collectively, the "Governing Documents"), if any, shall be submitted to and reviewed by the County Attorney for general consistency with this proffer.

The Governing Documents shall (i) require that the applicable association adopt an annual maintenance budget and assess all members for the maintenance of the properties owned or maintained by such association, (ii) grant such association the power to, and require that such association, file liens on member's properties for non-payment of such assessments and for the cost to remedy violations of, or otherwise enforcing, the Governing Documents, and (iii) provide that the DRB is to serve as a design review board for each association formed with respect to the Property.

3. Development Process and Land Use.

(a) Development. All the Property shall be developed, in one or more phases, generally in accordance with the Sections 2 and 4 Amended Master Plan and the Sections 2 and 4 Amended Guidelines; provided, however, there are two categories of certain specifically identified development items depicted on or described by the Sections 2 and 4 Amended Master Plan and/or the Sections 2 and 4 Amended Guidelines. These categories and their respective development items are as follows:

"Fixed Development Items":

- (i) land uses,
- (ii) densities,
- (iii) streets designated on Sections 2 and 4 Master Plan as "REQUIRED" ("Required Streets")
- (iv) "Civic Green", "Court Square", "Pecan Square", and "Village Community Spaces" (as those terms are defined in Section 6 hereof), and
- (v) buffer areas

"Flexible Development Items":

- (i) pedestrian connections,
- (ii) streets other than Required Streets,
- (iii) areas of commercial use, office use, residential use, parking placement zones, view triangles, "build-to zones" and frontage zones and all other structures and improvements that are not Fixed Development Items.

The Sections 2 and 4 Master Plan provides for the location of the Fixed Development Items, but only the general location of the Flexible Development Items. Flexible Development Items are shown on the Sections 2 and 4 Amended Master Plan for illustrative purposes only, and may be altered, moved or eliminated subject to DRB review and approval pursuant to subsection 3(b) below. Notwithstanding the aforesaid, all of such development shall be expressly subject to such changes in configuration, composition, and location as required by all other governmental authorities having jurisdiction over such development and provided such changes are in compliance with the Zoning Ordinance, are reviewed by the County Planning Director pursuant to subsection 3(c) below and receive DRB review and approval.

(b) DRB Authority, Duties and Powers. All subdivision plats, site plans, landscaping plans, architectural plans and elevations and other development plans for the Property shall be submitted to the DRB for review and approval in accordance with the manual entitled "NEW TOWN DESIGN PROCEDURES JAMES CITY COUNTY", as the same may be amended by the DRB from time to time, and such other rules as may be adopted by the DRB from time to time, for general consistency with the Sections 2 and 4 Amended Master Plan and Sections 2 and 4 Amended Guidelines. Evidence of DRB approval of plans required to be submitted to the County for approval shall be provided with any submission to the County Department of Development Management of such plans. The County shall not be required to review any subsequent development plans not receiving the prior approval of the DRB. In reviewing applications, development plans and specifications, the DRB shall consider the factors set forth in the Sections 2 and 4 Amended Master Plan and/or the Sections 2 and 4 Amended Guidelines. The DRB shall advise of either (i) the DRB's recommendation of approval of the submission, or (ii) the areas or features of the submission which are deemed by the DRB to be materially inconsistent with the applicable Sections 2 and 4 Amended Guidelines and/or the Sections 2 and 4 Amended Master Plan

and the reasons for such finding and suggestions for curing the inconsistencies. The DRB may approve development plans that do not strictly comply with the Sections 2 and 4 Amended Master Plan and/or the Sections 2 and 4 Amended Guidelines, if circumstances, including, but not limited to, topography, natural obstructions, hardship, economic conditions or aesthetic or environmental considerations, warrant approval. All structures and improvements and open space, wetlands and other natural features on the Property shall be constructed, improved, identified for preservation, left undisturbed or modified, as applicable, substantially in accordance with the plans and specifications as finally approved by the DRB.

(c) Procedures for Changes to Sections 2 and 4 Amended Master Plan and Sections 2 and 4 Amended Guidelines. (i) Applications to change the Sections 2 and 4 Amended Master Plan and/or the Sections 2 and 4 Amended Guidelines are to be made to the Planning Commission or the Board of Supervisors, as appropriate, as hereinafter provided and in accordance with the Zoning Ordinance.

(ii) In accordance with Section 24-518 of the Zoning Ordinance, all of such amendments shall be subject to the approval of the County Planning Commission if, after reviewing written confirmation from the County's Director of Planning, the Planning Commission concludes that the changes do not significantly alter the character of the land uses or other features or conflict with any conditions placed on the approval of the rezoning.

(iii) No amendment of the Sections 2 and 4 Amended Master Plan and/or Sections 2 and 4 Amended Guidelines which significantly alters the character of land uses or other material features or conflicts with any conditions placed on approval of the rezoning as determined by the County's Director of Planning, and, if applicable under Section 24-518 of the Zoning Ordinance, the Planning Commission, shall be effective unless approved by the County Board of Supervisors.

(iv) Any change or amendment shall apply after its effective date but shall not require modification or removal of any previously approved construction.

(d) Limitation of Liability. Review of and recommendations with respect to any application and plans by the DRB is made on the basis of aesthetic and design considerations only and the DRB shall not have any responsibility for ensuring the structural integrity or soundness of approved construction of modifications, nor for ensuring compliance with building codes or other governmental requirements, or ordinances or regulations. Neither the Associates, the County, the DRB nor any member of the DRB shall be liable for any injury, damages or losses arising out of the manner or quality of any construction on the Property.

4. Traffic Study and Road and Signal Improvements/Traffic Signal Preemption Equipment.

(a) In accordance with the requirements of Section 4 of the New Town Proffers, Associates has submitted to the County an updated traffic study entitled "TRAFFIC STUDY FOR SECTIONS 2 & 4 OF NEW TOWN (CASEY PROPERTY), JAMES CITY COUNTY, VIRGINIA", dated June 2001, along with a supplement relative to development of the Additional Property, prepared by DRW Consultants, Inc., Midlothian, Virginia (collectively the "Traffic Study"), which is on file with the County's Director of Planning.

(b) The following entrance and road improvements shall be completed (or bonded pursuant to the County Code) for the "North Boulevard" (as designated in the Traffic Study) connection to Ironbound Road when warranted by VDOT:

- (i) A northbound left turn lane on Ironbound Road
- (ii) A southbound right turn lane on Ironbound Road
- (iii) On North Boulevard, a minimum of two lanes approaching Ironbound Road and two lanes departing Ironbound Road.

A traffic signal shall be designed and installed (or bonded pursuant to the County Code) as required by the Virginia Department of Transportation ("VDOT") when warranted at the

intersection, which traffic signal shall include, subject to VDOT approval, traffic signal preemption equipment meeting VDOT design standards and acceptable to the James City County Fire Department.

(c) There shall be completed (or bonded pursuant to the County Code) on "Courthouse Street" (as designated in the Traffic Study) two lanes approaching Monticello Avenue and two lanes departing Monticello Avenue, when warranted by VDOT. A traffic signal shall be designed and installed as required by VDOT when warranted at the intersection, which traffic signal shall include, subject to VDOT approval, traffic signal preemption equipment meeting VDOT design standards and acceptable to the County Fire Department.

(d) For the "New Town Avenue" (as designated in the Traffic Study) connection to Monticello Avenue, the following entrance and road improvements shall be completed (or bonded) when warranted by VDOT:

- (i) On "New Town Avenue" (as designated in the Traffic Study), two lanes approaching and two lanes departing Monticello Avenue.
- (ii) A westbound right turn lane on Monticello Avenue at New Town Avenue.

After opening of the New Town Avenue connection to Monticello Avenue, a traffic signal shall be designed and installed (or bonded) as required by VDOT when warranted at the intersection, which traffic signal shall include, subject to VDOT approval, traffic signal preemption equipment meeting VDOT design standards and acceptable to the County Fire Department.

(e) Prior to occupancy of greater than 175,000 square feet of office space or, if sooner, equivalent p.m. peak hour trip generation from the Property, the following road improvements shall, subject to section 23-4.01 of the Virginia Code, as applicable, be completed (or bonded pursuant to the County Code) at the intersection of Monticello Avenue with Ironbound Road:

- (i) A second through lane on eastbound Monticello Avenue and on westbound Monticello Avenue.
- (ii) Right turn lanes on eastbound and westbound Monticello Avenue.

(f) The road improvements identified in items (b), (c), (d) and (e) above shall be installed to VDOT standards and specifications.

(g) Parcel III may be served by one (1) right in only public street or driveway providing access to the subject property from Monticello Avenue with a turn lane, both as shown on the Sections 2 and 4 Amended Master Plan. The driveway shall be governed by signage and design criteria approved by VDOT and the County's Director of Planning, which shall limit vehicular traffic to entering the subject property by right turn from Monticello Avenue only. No exit from Parcel III or left turn entrance access from Monticello Avenue shall be permitted via the driveway described herein.

5. Mix of Housing Types. A minimum of fifteen (15) residential dwelling units constructed in Sections 2 and 4 of the Property combined shall be initially offered for sale for a period of nine (9) continuous months (if not earlier sold pursuant to such offer) after the issuance of a building permit for such units at a price at or below \$105,000, subject to adjustment as set forth herein, and a minimum of twenty-five (25) residential dwelling units constructed in Sections 2 and 4 of the Property combined shall be initially offered for sale for a period of six (6) continuous months after the issuance of a building permit for such units at prices between \$105,000 and \$140,500, subject to adjustment as set forth herein. The \$105,000 and \$140,500 prices set forth herein shall be increased by adjusting such price by the cumulative rate of inflation as measured by the Consumer Price Index – Urban, U.S. City Average for the period from January 2003 until the date of the settlement for the dwelling unit in question. The Director of Planning shall be provided with a copy of the listing agreement and sales literature for each residential dwelling unit offered for sale at a price at or below the adjusted price set forth above, and with respect to the sale of such

units, consultation shall be made with, and referrals of qualified buyers shall be accepted from, the County Department of Housing and Community Development.

6. Community Spaces.

(a) The Sections 2 and 4 Amended Master Plan and the Sections 2 and 4 Amended Guidelines set forth (i) a "Village Green" and a "Village Square" or such alternative centrally located village community space as the DRB may approve as consistent with the Sections 2 and 4 Guidelines (collectively, the "Village Community Spaces"), (ii) a "Civic Green" ("Civic Green"), (iii) a "Court Square" ("Court Square"), and (iv) "Pecan Square" ("Pecan Square").

(b) The construction of the Civic Green and Court Square shall be completed within ninety (90) days of the date building permits have been issued for the construction of building improvements comprising twenty-five percent (25%) of the allowable non-residential density of Section 2.

(c) The construction of the Village Community Spaces shall be completed within ninety (90) days of the date building permits have been issued for the construction of building improvements comprising sixty percent (60%) of the allowable non-residential density of Section 2.

(d) The construction of Pecan Square shall be completed within ninety (90) days of the date building permits have been issued for the construction of building improvements comprising fifty percent (50%) of the allowable residential or non-residential density of that portion of Section 2 identified on the Sections 2 and 4 Amended Master Plan as fronting Ironbound Road, lying between Pecan Square and the Civic Green, and bounded on two sides by Required Streets.

(e) In lieu of such completion, but in order to provide completion assurances, an agreement may be made with the County and the County may be furnished with a certified check, bond with surety or letter of credit in an amount equal to one hundred fifty percent (150%) of the

estimated cost to complete the respective improvements based upon preliminary site development plans approved by the DRB, in form satisfactory to the County, along with such other agreements which are satisfactory to and approved by the County Attorney, all as more particularly set forth in the County Code.

(f) Notwithstanding the aforesaid, the configuration, composition and location of the design of the Civic Green, the Court Square, the Pecan Square, the "Neighborhood Green" (as designated on the Sections 2 and 4 Amended Master Plan), and the Village Community Spaces (collectively, the "Community Spaces") are subject to the provisions of paragraph 3(c) hereof, and shall be further expressly subject to such changes in configuration, composition and location as required by governmental authorities, other than the County, having jurisdiction over said areas, provided such changes are in compliance with the Zoning Ordinance, are reviewed by the County Planning Director and receive DRB review and approval.

(g) The Community Spaces shall be maintained by the Commercial Association, the Residential Association and/or a Separate Association, and shall be subject to rules and regulations as may be promulgated, from time to time, by the responsible association; provided, however, no permanent barriers shall be erected or maintained to prohibit pedestrian access to such Community Spaces and such Community Spaces shall be open to the owners of the Property, their respective mortgagees, and tenants and occupants of buildings constructed on the Property and the respective subtenants, licensees, concessionaires, business invitees, employees and customers of all such persons.

7. Open Spaces. The Property shall comply with applicable County open space requirements, including Section 24-524 of the Zoning Ordinance. The applicable open space requirements in developing the Property may be met by specifically designating open space on the remainder of the "R-8 Property" (as defined in the New Town Proffers) as and when the Property is

developed and such open space requirements applicable to the Property cannot reasonably be met by identifying open space located on the Property. Such designation of open space on the remaining R-8 Property may be subject to change with the prior written approval of the County's Department of Development Management. At the request of the County, Owner shall subject that portion of the Property designated on the Sections 2 and 4 Amended Master Plan as the "Woodland Preserve" to an open space (for Section 24-524 compliance) or a natural open space easement, as appropriate, to ensure compliance with open space requirements with respect to such area. Further, Associates may utilize Community Spaces, in part, to meet the open space requirements for the Property.

8. Ironbound Road Right-of Way. At such time as VDOT is prepared to improve Ironbound Road, there shall be conveyed, free of charge to the County or VDOT, in a single conveyance, an additional variable width portion of the Property and of the R-8 Property lying adjacent to, and along, Ironbound Road as is necessary for the upgrade of Ironbound Road to a variable width four lane road with medians and bikeways generally as described in the Sections 2 and 4 Amended Guidelines, which area conveyed shall be limited to, but not necessarily include all of, that portion of the Property and the R-8 Property, as shown on Figure 8 in the Sections 2 and 4 Amended Guidelines, "Ironbound Comprehensive Plan and Section", as follows: (1) along the easterly property line of Section 2 of the Property adjacent to Ironbound Road thereby providing a right of way for Ironbound Road up to a maximum width of 126 feet (when combined with existing right of way) which total width is measured from the existing eastern right of way line of Ironbound Road, and (2) along the easterly property line of Section 3 of the R-8 Property adjacent to Ironbound Road thereby providing additional right of way for Ironbound Road up to a maximum additional area conveyed of 76 feet in width which additional width is measured from the existing western right-of-way line of Ironbound Road.

9. Streetscapes. All site development and subdivision plans for development within the Property shall include (i) pedestrian connections on the Property, or the portion thereof so developed, along main roads adjoining the Property, (ii) streetscape plans for adjacent streets within the Property, and (iii) streetscape plans for those portions of the Property adjacent to Ironbound Road and Monticello Avenue, all of which pedestrian connections and streetscapes shall be consistent with the Sections 2 and 4 Amended Guidelines applicable to the Property. The approved streetscape plans, including, where required by the DRB pursuant to the Sections 2 and 4 Amended Guidelines, street trees, the town wall or fence, sidewalks, walking trails, crosswalks, street lighting, street furniture, and bike lanes, and any other miscellaneous improvements required by the Sections 2 and 4 Amended Guidelines and approved by the DRB, shall be implemented when the adjacent portion of the Property is developed.

10. Bus/Transit Facilities. At least three (3) bus pull-off areas and bus stop shelters shall be constructed on the Property, one each on the proposed Courthouse Street and North Boulevard within Sections 2 and 4, respectively, of the Property and the third elsewhere on the Property, or at such reasonable alternative locations as approved by the County Transit Administrator. Design of the pull-offs and shelters shall be approved in advance by the DRB. The pull-offs and shelters shall be installed when the adjacent roadways are constructed.

11. Recreation Facilities. The Property is being developed in furtherance of a comprehensive town plan that is subject to the Section 2 and 4 Amended Guidelines and the Section 2 and 4 Amended Master Plan which provide for a more urban approach to the design of buildings and public spaces to avoid conventional suburban patterns and promote a walking environment, and implementation of such development design will provide for a network of sidewalks, alleyways and community areas. Specifically, in furtherance of the County Comprehensive Parks and Recreation Plan proffer guidelines (the "County Recreation Guidelines"), as in effect on the date hereof,

recreation facilities in the form of the Community Spaces to be established at the Property shall be provided, open to all residents of the development, and maintained and regulated by the Commercial Association, the Residential Association and/or a Separate Association. Further, prior to issuance of certificates of occupancy for more than one hundred (100) residential dwelling units in Section 4 of the Property, there shall be installed in Section 4 at least two (2) urban scale playgrounds or such alternative neighborhood recreation or urban park area(s) as approved by the DRB and the County's Director of Planning. At least two (2) such playground, recreation or park areas shall have installed thereon either playground equipment consistent with County Recreation Guidelines or such acceptable alternative equipment as approved by the Planning Commission's Development Review Committee.

12. Water Conservation. The owner(s) of the Property, the Residential Association and/or the Commercial Association shall be responsible for developing and enforcing, as to the Property, water conservation standards to be submitted to and approved by James City Service Authority (the "JCSA"). The standards shall address such water conservation measures as limitations on 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. Design features, including the use of drought tolerant grasses and plantings, a water conservation plan, and drought management plan shall be implemented to reduce the total irrigated area of the Property in order to accomplish the limitation on use of public water and groundwater. The standards shall be approved by the JCSA prior to approval of the first site plan for development of the Property or any portion thereof.

other residential unit (individually, a "Residential Unit", and collectively, the "Residential Units") developed on the Property (the "Per Unit Facilities Contribution"). The County shall make these monies available for development of water supply alternatives and recreational facilities, the need for which is deemed by the County to be generated by the development of the Property. The Per Unit Facilities Contribution shall be payable for each of the Residential Units developed within the Property at the time of issuance of a building permit by the County for the particular Residential Unit or grouping, phase or section of Residential Units.

(b) School Facilities. A contribution shall be made to the County in the amount of Two Hundred Ninety-five Dollars (\$295), for the initial 370 Residential Units developed on the Property (the "Per Unit School Contribution"). The calculation of such contributions is premised upon a need for a total financial contribution for the entire New Town of \$240,000, said need being deemed by the County to be generated by the anticipated development of the residential components of New Town. The County shall make these monies available for acquisition of school sites and/or construction of school facilities, the need for which is deemed by the County to be generated by the development of the Property. Such contributions shall be payable for each of the initial 370 Residential Units developed within the Property at the time of issuance of a building permit by the County for the particular Residential Unit or grouping, phase or section of Residential Units.

(c) Inflation Adjustment. The Per Unit Facilities Contribution and Per Unit School Contribution (collectively, the "Per Unit Contributions") paid in each year shall be adjusted annually beginning January 1, 2003 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 respective Per Unit Contributions be

adjusted to a sum less than the amount initially established by this Proffer Agreement. The adjustment shall be made by multiplying each of the Per Unit Contributions 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 Contributions 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 Contributions to approximate the rate of annual inflation in the County.

14. Private Streets. As stated on the Sections 2 and 4 Master Plan, all streets within Sections 2 and 4 of the Property have the potential to be private; however, the intention is that all streets within the Property be public and constructed in conformance with VDOT construction standards unless VDOT will not approve any streets as substantially described in the Sections 2 and 4 Guidelines, in which event such streets not approved as public shall be private. Pursuant to Section 24-528 of the County Code, private streets within the Property shall be maintained by the Residential Association, Commercial Association and/or a sub-association, as applicable. The party responsible for construction of a private street shall deposit into a maintenance fund to be managed by the applicable Residential Association, Community Association, or sub-association responsible for maintenance of such private street an amount equal to one hundred 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 amount at the time of final site plan or subdivision plat approval by the County for the particular phase or section which includes the street to be designated as private.

15. Archaeological Study. Pursuant to the Proffers, a Phase I Archaeological Study for the Property (including the Additional Property), entitled "A Phase I Archaeological Survey of the Casey Property, James City County, Virginia", dated July 30, 1990, prepared for the Casey Family c/o Virginia Landmark Corporation by the William and Mary Archaeological Project Center, has been submitted to, and reviewed and approved by, the County Director of Planning. A further Phase II study was conducted for all sites on the Property that were recommended in the Phase I study referenced above for a Phase II evaluation, and/or identified as being eligible for inclusion on the National Register of Historic Places, the results of which Phase II study shall be submitted to, and approved by, the Director of Planning. Based upon the Phase I and Phase II studies, a Phase III Treatment Plan has been prepared and submitted to, and shall be subject to the approval of, the Director of Planning. All Phase I, Phase II and Phase III studies referenced in these Proffers shall meet the Virginia Department of Historic Resources' Guidelines for Preparing Archaeological Resource Management Reports and the Secretary of the Interior's Standard and Guidelines for Archaeological Documentation, as applicable, and 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.

16. Small Whorled Pogonia. The owner of the Property shall cause a survey to be conducted of the Property for small whorled pogonias. The location of any small whorled pogonias located on the Property shall be shown on all subdivision or other development plans of the Property. Before any land disturbing activity is allowed in the vicinity of the small whorled pogonias identified, if any, on the Property, a conservation plan shall be prepared by the owner of the Property in accordance with state and federal laws applicable to the Property at the time of

development of the conservation plan and said conservation plan shall be submitted for information purposes to the Director of Planning.

17. Prohibition of Restrictions on Vehicular Access. Notwithstanding anything in the New Town Master Plan, the New Town Design Guidelines, the New Town Proffers, the Sections 2 and 4 Amended Master Plan, the Sections 2 and 4 Amended Guidelines and/or these Proffers to the contrary, no private streets installed pursuant to the provisions of Section 14 above for the purpose of providing access from Ironbound Road or Monticello Avenue to the Property or the R-8 Property now owned by Associates shall have erected thereon at Monticello Avenue or Ironbound Road any permanent fence, gate or other structure to prohibit or restrict (except for curbs, landscaping features and other forms of traffic control measures, including, without limitation, one way streets, truck traffic limitations and traffic signals) public vehicular access from Monticello Avenue and/or Ironbound Road to the Property and/or the R-8 Property now owned by Associates.

MISCELLANEOUS PROVISIONS

18. Disposition of Proffered Property and Payments. In the event payment of cash and dedication of real property are proffered pursuant to these Proffers and any of such property and cash payments are not used by the County or, with respect to real property, the Commonwealth of Virginia, for the purposes designated within twenty (20) years from the date of receipt by the County, the amounts and property not used shall be used at the discretion of the Board of Supervisors of the County for any other project in the County's capital improvement plan, the need for which is deemed by the County to be generated by the development of the Property.

19. Successors and Assigns. This Proffer Agreement shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns. Any

obligation(s) of Associates hereunder shall be binding upon and enforceable against any subsequent owner or owners of the Property or any portion thereof.

20. Severability. In the event that any clause, sentence, paragraph, section or subsection of these Proffers shall be judged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or of the United States, or if the application thereof to any owner of any portion of the Property or to any government agency is held invalid, such judgment or holding shall be confined in its operation to the clause, sentence, paragraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of any other clause, sentence, paragraph, section or provision hereof.

21. Conflicts. In the event there is a conflict between: (1) these Proffers, the Sections 2 and 4 Guidelines, and/or the Sections 2 and 4 Master Plan; and (2) the New Town Proffers, the New Town Master Plan and/or the New Town Guidelines, then these Proffers, the Sections 2 and 4 Amended Guidelines and the Sections 2 and 4 Amended Master Plan shall govern. In the event that there is any conflict between these Proffers and the Zoning Ordinance, the conflict shall be resolved by the County's Zoning Administrator subject to the appeal process to the Board of Supervisors and the Courts or as otherwise provided by law.

22. Signature by the County. The County's Director of Planning has executed these Proffers solely for purpose of confirming the filings and submissions described herein and confirming approval by the Board of Supervisors of the rezoning of the Property with these Proffers by resolution dated _____, 2003.

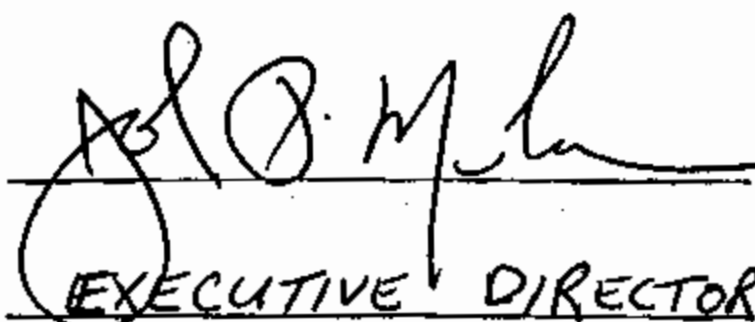
23. Headings. All section and subsection headings of Conditions herein are for convenience only and are not a part of these Proffers.

24. Conditions Applicable Only To The Property. Notwithstanding anything in these Proffers to the contrary, the failure to comply with one or more of the conditions herein in developing the Property shall not affect the rights of Associates and its successors in interest to develop its other property in accordance with the other applicable provisions of the County Zoning Ordinances.

25. Supplemental Nature of these Proffers. These Supplemental Proffers amend the Proffers and provisions of the New Town Master Plan only as to Parcel III. The unaffected portions of the Section 2 and 4 Proffers are set forth and restated above in their entirety for ease of reference. No amendment to the Proffers affecting property not owned by Associates of record in the Clerk's Office as of the date hereof is intended or accomplished hereby.

WITNESS the following signatures, thereunto duly authorized:

NEW TOWN ASSOCIATES, LLC

By: 
Title: EXECUTIVE DIRECTOR

THE COUNTY OF JAMES CITY, VIRGINIA

By: _____

Its: _____

APPROVED AS TO FORM:

County Attorney

STATE OF VIRGINIA

CITY/COUNTY OF Henrico, to wit:

The foregoing instrument was acknowledged before me this 22nd day of July, 2003 by John P. McCANN of New Town Associates, LLC, a Virginia limited liability company, on its behalf, under Limited Power of Attorney, dated October 19, 2001.

H. Myer Mc
NOTARY PUBLIC

My commission expires: December 2004

STATE OF VIRGINIA

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 2001 by _____ as _____ for the County of James City, Virginia.

NOTARY PUBLIC

My commission expires:

EXHIBIT A

PARCEL I

That portion of that certain piece or parcel of land located in James City County, Virginia, shown and set out as "Southern Civic District Section 1" on the Master Land Use Plan entitled "NEW TOWN PLAN", prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated July 23, 1997, last revised December 8, 1997, lying north of Monticello Avenue.

PARCEL II

Those certain pieces or parcels of land shown and set out as Sections 2 and 4 on the Master Land Use Plan entitled "NEW TOWN PLAN", prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated July 23, 1997, last revised December 8, 1997.

PARCEL III

Those certain pieces or parcels of land shown and set out as "AREA ADDED TO SECTION 4" on the NEW TOWN Sections 2 and 4 AMENDED MASTER PLAN prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated June, 2001 and last amended June 23, 2003.

Rezoning 5-03; Master Plan 6-03; Design Guidelines. WindsorMeade Marketplace
Staff Report for the September 8, 2003, Planning Commission Public Hearing

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.

PUBLIC HEARINGS 7:00 p.m.; Building C Board Room; County Government Complex

Planning Commission: August 4, 2003 (deferred)
September 8, 2003

Board of Supervisors: October 14, 2003 (tentative)

SUMMARY FACTS

Applicant: Mr. Alvin Anderson of Kaufman & Canoles

Land Owner: C.C. Casey Limited Company

Tax Map ID: (38-3) (1-2); (38-3)(1-5); (38-3)(1-6); (38-3)(1-7); (38-3)(1-8); and
(38-3)(1-34)

Proposal: To rezone approximately 34.49 acres to allow for the construction of a 200,000 square feet commercial shopping center.

Location: 4692, 4696, 4700, 4704, 4710, and 4740 Old News Road

Primary Service Area: Inside

Existing Zoning: R-8, Rural Residential

Proposed Zoning: Mixed Use, with proffers

Comprehensive Plan: Mixed Use and Low Density Residential

Surrounding Zoning: North: MU, WindsorMeade; R-4, Ford's Colony
South: R-4, Marketplace Shoppes; R-8, single-family residences
East: R-8, undeveloped portion of New Town
West: R-4, Monticello Marketplace; R-8, single-family residences

Staff Contact: Christopher Johnson Phone: 253-6685

STAFF RECOMMENDATION

Staff finds the proposal consistent with the surrounding zoning and land use, consistent with the Comprehensive Plan, and consistent with the New Town Master Plan, Design Guidelines

and proffers. Staff recommends that the Planning Commission recommend approval of the rezoning, master plan, and design guidelines.

*** Please note that the only portion of this report that has changed since last months report is the one on traffic impacts.**

Project Description

Mr. Alvin Anderson of Kaufman & Canoles has applied on behalf of C.C. Casey Limited Company to rezone approximately 34.49 acres from R-8, Rural Residential with proffers to MU, Mixed Use, for a commercial shopping center. The proposed shopping center will contain up to 200,000 square feet of commercial space including the main center, out parcels along WindsorMeade Way and Monticello Avenue. WindsorMeade Way provides access to all 185 acres of this portion of New Town. It will serve the proposed shopping center, the Virginia United Methodist Homes continuing care facility and future residential uses on the remaining acreage. Submission and approval of a Master Plan and Design Guidelines are required under the adopted proffers applicable to the property. The property is located within Section 11 in the West Sector of New Town.

The West Sector was allocated a maximum of 183,700 square feet of non-residential density in the New Town Master Plan. The Virginia United Methodist Homes proposal utilized 34,100 square feet of non-residential square footage originally envisioned for office and retail space within Sections 12 and 13. With the approval of the United Methodist Homes proposal, 149,600 square feet of non-residential density remained for the West Sector. The WindsorMeade Marketplace proposal utilizes all remaining non-residential density and proposes to reduce the amount of future high-density residential square footage in Section 12 by seven units to increase the non-residential square footage for the project to 200,000 square feet.

Proffers

The applicant has submitted draft proffers as part of this project. The proffers address the following issues which will be discussed throughout the report: owner's association, development criteria, traffic and road improvements, and water conservation.

Surrounding Development and Zoning

The property is generally bounded by Route 199 to the east, Monticello Avenue to the south and Old News Road to the west. The site is currently zoned R-8, Rural Residential, with proffers as part of the New Town Master Plan adopted in 1997. The New Town rezoning consisted of a mixed use master plan for the entire Casey New Town site (approximately 622 acres) including binding proffers. However, each section of New Town requires a rezoning to Mixed Use.

To the north of the site are Sections 12 and 13 of the West Sector of New Town. A portion of the undeveloped property immediately to the north of the site is designated for high-density residential uses and is zoned R-8, Rural Residential. The Virginia United Methodist Home site was rezoned to Mixed Use in 2001. Further to the north is a portion of the Ford's Colony Master Planned Community which was originally part of New Town but was purchased by Ford's Colony and rezoned to R-4 in 1998. To the east of the site, across Route 199, is the East Sector of New Town, which is currently undeveloped. To the south of the site, across Monticello Avenue, is a mix of single family residences and undeveloped land adjacent to the Marketplace Shoppes. To the west of the site is the Monticello Marketplace shopping center, zoned R-4 as part of the Powhatan Secondary master planned community. Since the property is predominantly surrounded by master planned communities, immediately adjacent to other commercial uses and part of a binding master plan which permits this development, staff finds that the proposal is consistent with the surrounding zoning and land use.

Topography and Physical Features

The property is currently heavily wooded, primarily with upland hardwoods and secondary growth. The property shows signs of having been forested in the past. Moderate slopes exist on portions of the property, specifically along the northwest boundary of the site. No evidence of endangered species or small whorled pogonia habitat exist within the project area. No portions of the property lie within the FEMA determined 100-year floodplain limits and no RPA features are present on the site.

Any rezoning of the Section 11 property would be subject to the provisions of the Powhatan Creek Watershed management Plan. The 34.49 acre site is situated in Subwatershed 209 and 210 of the Powhatan Creek watershed, more specifically catchments 209-101-1 and 210-202-1. Primary strategies for subwatershed 209 include the use of onsite stormwater management and the concentration of open space along streams and wetlands, which are identified as high quality. For subwatershed 210, primary strategies include the concentration of open space along streams and wetlands and possible stream restoration.

Utilities

The site is located inside the Primary Service Area (PSA) and public water and sewer are available.

Water Conservation

A proffer has been submitted which requires development of water conservation standards to be approved by the James City Service Authority. The standards will address such water conservation measures as limitations on 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. Staff finds this proffer acceptable since no public water will be utilized for irrigation unless approved by the James City Service Authority and additional efforts will be made to conserve water.

Traffic Impact Study

As required by the existing New Town proffers, the applicant submitted a traffic impact study that addresses the impacts this proposal will have on all intersections surrounding the New Town development area. The site will be accessed off of Monticello Avenue from WindsorMeade Way and Old News Road. At the August 4 Planning Commission meeting, VDOT had not completed its review of the traffic impact study submitted by the applicant with this proposal. Since that meeting, staff has worked diligently with the applicant, the developer and VDOT to clarify issues pertaining to the traffic study as well as the previously approved traffic study submitted with the Virginia United Methodist Home proposal in 2001. As a result of these meetings, the applicant has submitted a revised master plan and revised proffers which satisfy the major concerns identified by VDOT. The applicant has agreed to proffer the construction of a traffic signal at the second crossover on WindsorMeade Way when and if the traffic volume on the road reached a point where the signal becomes warranted. The applicant has also agreed to restrict turning movements at the first crossover to maintain traffic flow into the center from Monticello Avenue and mitigate traffic congestion on Monticello Avenue.

VDOT has concluded that the additional 50,000 square feet of non-residential development will not negatively impact the Level of Service on Monticello Avenue or at the Monticello Avenue/WindsorMeade Way intersection. Internal access issues may require minor revisions to the plan prior to Board of Supervisors action of this proposal; however, staff anticipates that any remaining issues will be resolved. Staff believes that the traffic impacts created by this development are sufficiently mitigated by the master plan and proffer revisions. There will be no significant degradation in traffic operation on Monticello Avenue as compared to the approved West Sector development allowed under the adopted Master Plan.

Fiscal Impact Statement

The project's Fiscal Impact Study shows the development to have a positive fiscal impact on James City County. When the New Town Master Plan was approved in 1997, the overall project site was assigned a maximum residential and maximum non-residential development level. The original New Town Fiscal Impact Study determined the overall build-out of New Town would have a positive fiscal impact for the County. Regarding the West Sector, (Sections 11, 12 and 13), the New Town Fiscal Impact Study analyzed a development potential with a mixture of single-family residences, offices, and retail square footage.

New Town Master Plan / Design Guidelines

The New Town Master Plan designates this section of New Town, Section 11, as a Gateway Commercial District. The retail centers within the town are typically located along Monticello Avenue and therefore serve as gateways and addresses to the neighborhoods beyond them. These commercial centers establish the first image and impression of the town to those who pass by or visit from other areas in the region. The buildings of these gateway centers should be architecturally compatible with those of the Southern Civic District to the west. Master Plan Section 11 serves as the front door to residential neighborhoods beyond them and should serve to transition uses from mixed use and commercial to residential.

Additionally, property in the New Town area is required to adhere to an approved set of Design Guidelines. The Design Guidelines outline issues such as street layout, building design, and architectural materials. The proffers and Design Guidelines require design approval from the New Town Design Review Board (DRB) prior to submission of a rezoning application. The New Town DRB approved the design of this proposal on April 17, 2003. The Design Guidelines also require the approval of the Planning Commission and Board of Supervisors, and have been proffered. Staff supports the finding by the DRB and believes that the design guidelines will ensure a high quality design consistent with New Town and the quality of existing development by this developer.

Comprehensive Plan

The James City County Comprehensive Plan Land Use Map designates these properties as Mixed Use and Low Density Residential. Mixed Use areas are centers within the PSA where higher density development, redevelopment, and/or a broader spectrum of land uses are encouraged. Mixed Use areas are located at or near state interchanges and the intersections of major thoroughfares are intended to maximize the economic development potential of these areas by providing areas primarily for more intensive commercial, office, and limited industrial purposes. Mixed Use areas are intended to provide flexibility in design and land uses in order to protect and enhance the character of the area. Moderate to high-density residential uses could be encouraged in mixed use areas where such development would compliment and be harmonious with existing and potential development.

Mixed Use developments require nearby police and fire protection, arterial road access, access to public utilities, large sites, environmental features such as soils and topography suitable for such development, and proximity or easy access to large population centers. Master Plans are encouraged to assist in the consideration of mixed use development proposals. The consideration of development proposals in mixed use areas should focus on the development potential of a given area compared to the area's infrastructure and the relation of the proposal to the existing and proposed mix of land uses and their development impacts.

The New Town area is listed on the Comprehensive Plan as "Casey Fields Area." For the area in the vicinity of Route 199/Monticello Avenue, the principal suggested land uses are a mixture of commercial, office, and limited industrial with residential uses as secondary

uses. The development in this area should be governed by a detailed Master Plan which provides guidelines for street, building, and open space design and construction which complements the scale, architecture, and urban pattern found in the City of Williamsburg.

Staff finds this proposal to be consistent with the Mixed Use designation of the Comprehensive Plan.

Recommendation:

Staff finds the proposal consistent with the surrounding zoning and land use, consistent with the Comprehensive Plan, and consistent with the intent of the New Town Master Plan, Design Guidelines and proffers. Staff recommends that the Planning Commission recommend approval of the rezoning, master plan, and design guidelines.

Christopher Johnson

Attachments:

1. Location map
2. Master Plan
3. Design Guidelines
4. Proffers

WindsorMeade Marketplace

2-05-03/

MP-06-03

Design Guidelines

Parcels C, D1, D2 & D3

New Town Section 11

James City County, Virginia

S.L.N. Williamsburg Associates

Consultants

Cooper, Robertson & Partners

Architects Dayton, Thompson & Associates (P.C.)

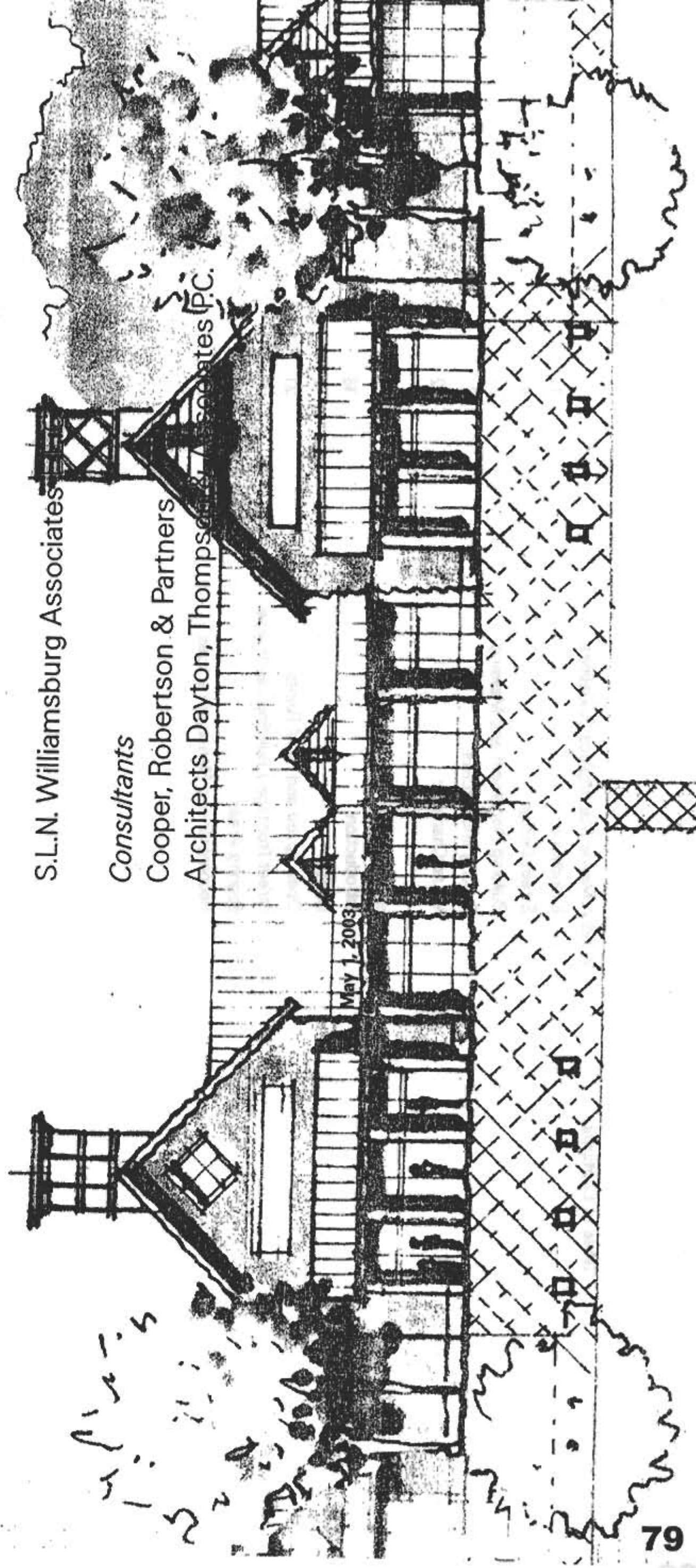


Table of Contents**I. WindsorMeade Marketplace Guidelines**

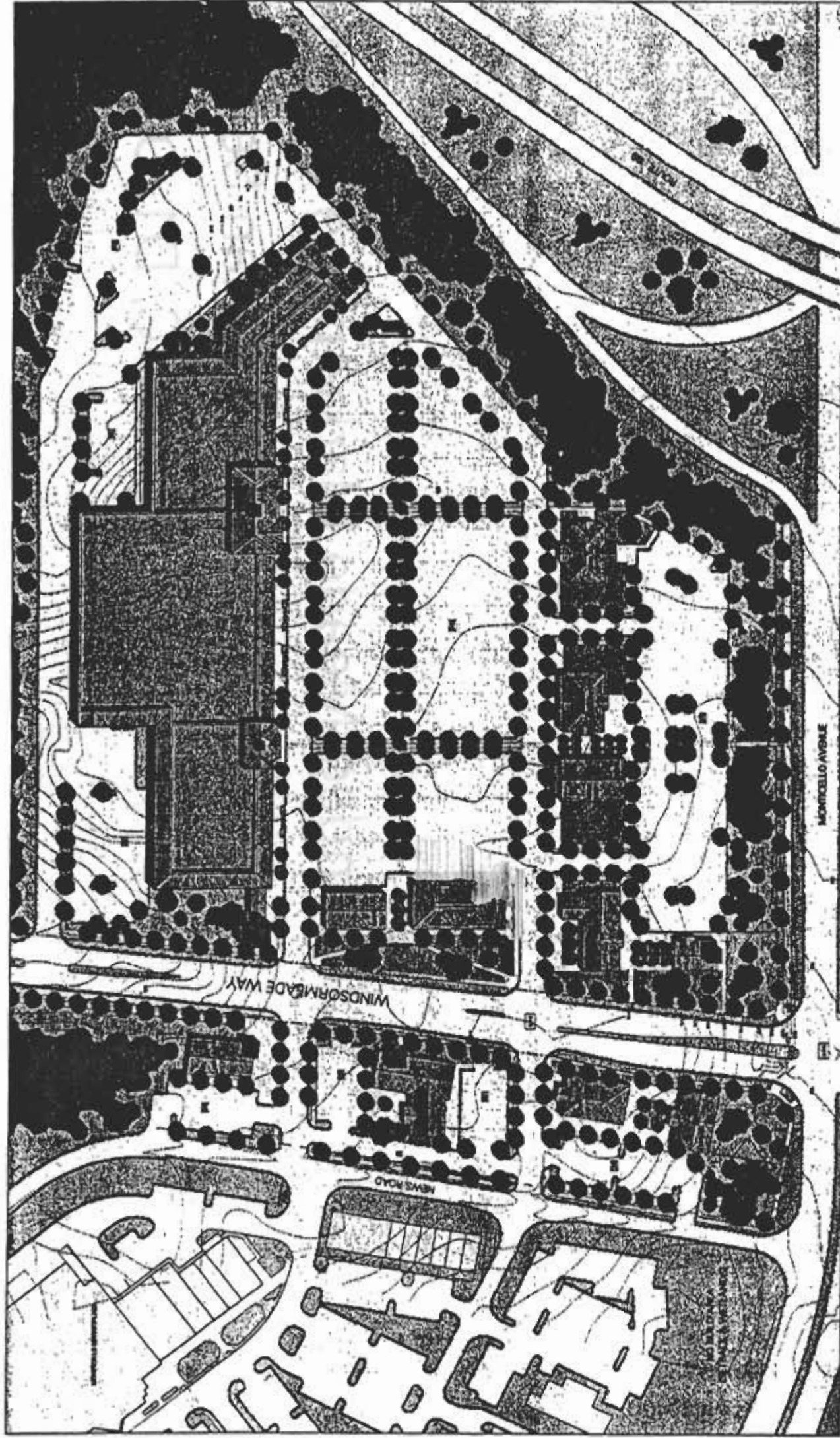
Introduction	1
Street Design	4
Building Placement and Massing	7
Parking and Access	9
Visual Character	12

II. Landscape and Open Space Standards

Introduction	18
Streets	18
Open Space and Focal Points	21
Street Frontage / Building Landscape	21
Parking Areas	22
Recommended Planting Practices	22

I. WindsorMeade Marketplace Guidelines
(Master Plan Section 11,
Parcels C, D1, D2, & D3)

Introduction



Illustrative Site Plan of WindsorMeade Marketplace

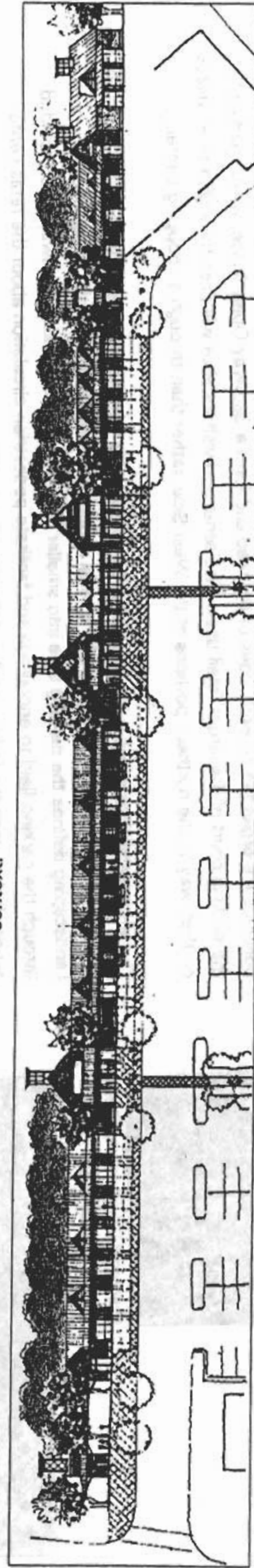
In accordance with the proffers and adopted Design Guidelines for New Town in James City County, S.L.N. Williamsburg Associates L.L.C. (the "Owner") presents these specific Design Guidelines and Mixed-Use Plan for Master Plan Section 11, Parcels C, D1, D2, and D3 to the New Town Design Review Board (DRB) and James City County.

This document summarizes the Owner's plans to develop a 200,000 sf regional shopping center as a gateway to New Town's west side.

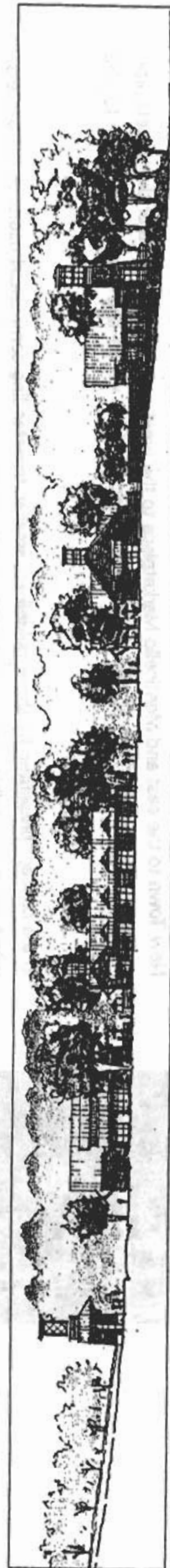
The retail centers of New Town are typically located along Monticello Avenue and serve as gateways and addresses to the neighborhoods beyond them. The more urban centers of New

Town are appropriately located at the intersection of Monticello and Ironbound, while more regionally targeted development occurs near Monticello's intersection with Route 199. These commercial centers establish the first image and impression of New Town to those who pass by or visit from other areas in the region. The planning and design of these sites, then, becomes paramount in setting the desired character for all of the neighborhoods located in the town. Architectural character, landscape requirements, parking and service areas, pedestrian interaction, vehicular movement, signage and lighting are all major factors to be considered in the design of any retail center. The intersection of Route 199 and Monticello Avenue as a gateway to Williamsburg is a primary location for a regional retail center that transitions both to the uses of the Town Center and its shops, restaurants and entertainment venues to the east and the less urban areas of the County to the west. WindsorMeade Marketplace, then, is part of a transition in scale of development from town to country, as one travel west along Monticello.

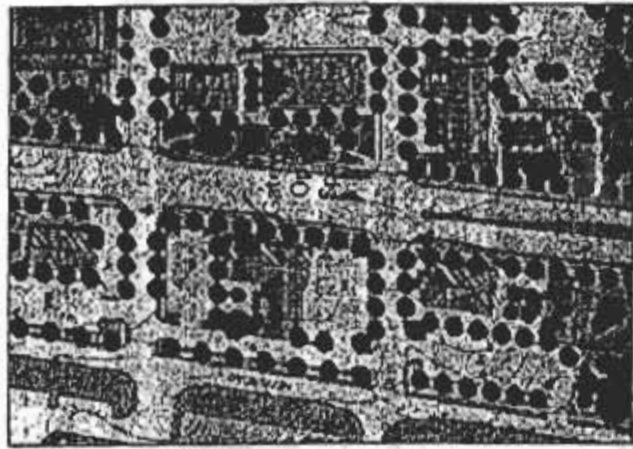
It is the intention of these guidelines that this gateway center avoids the suburban patterns of development that are characterized by large setback areas, large areas of undefined parking, limited pedestrian opportunities, highway scaled signage and a general lack of connection with its surrounding context.



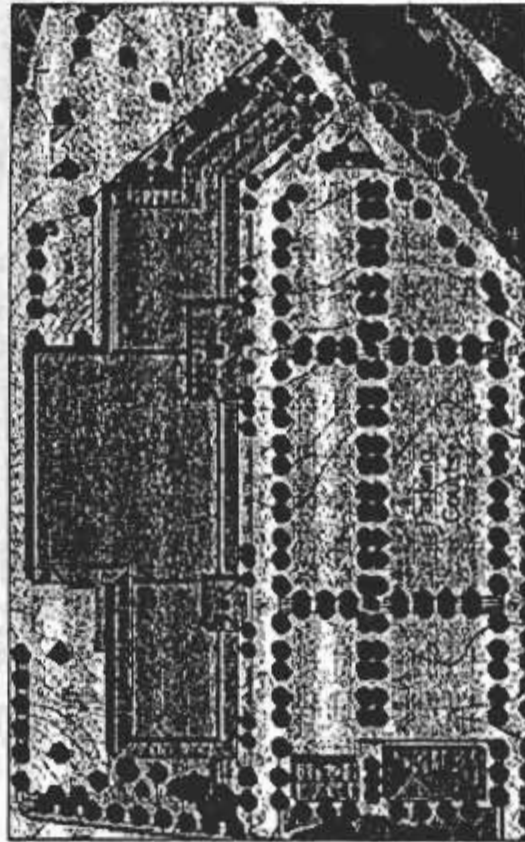
Illustrative Elevation of In-Line Retail at North Portion of Site



Illustrative Elevation looking East along WindsorMeade Way



Outparcel Development along Windsor Meade Way



In-Line Retail east of Windsor Meade Way



Outparcel development along Monticello Avenue

The buildings of these gateway centers should be architecturally compatible with those of the rest of New Town to the east and Monticello Marketplace to the west as they form together the streetscape of Monticello Avenue. They should also convey the scale of the village and provide an identity for the town.

In the concept presented by these guidelines, smaller, freestanding commercial users, or out-parcels, which are more flexible in their relationship to parking, are located along Windsor Meade Way. The buildings are organized on both sides of the road and form a Gateway Open Space, which leads into the parking court of the larger retail users. Residents and visitors alike will pass through a retail village on their way to the northern portions of the West Side, rather than through a shopping center.

The larger retail boxes and in-line stores are located east of Windsor Meade Way. The parking that is necessary for the typical daily use of the retail center is located in front of the larger users. Landscaping defines the parking area into smaller "courts" and tree-shaded pathways are provided through the parking field to encourage and facilitate pedestrian circulation about the retail center, especially between the in-line retail and the out parcels. In order to keep the larger parking area to a manageable size, employee and overflow parking have been provided behind a portion of the larger retail uses. The facades of the larger uses are to be articulated in a way that breaks down the scale of the overall massing and incorporates character elements at special places such as entranceways and focal points. It is expected that the architecture will complement that of the nearby Monticello Marketplace, but retain its own character in defining this neighborhood.

Other smaller users are located to the south of the main parking field along Monticello Avenue. The parking for these uses is located between the buildings and Monticello Avenue, except at the intersection with Windsor Meade Way. Here the parking is provided at a depth of two bays (120') and is located behind the 50' required buffer of preserved, existing landscape. At this location, the desired character for Monticello Avenue, as illustrated in the New Town Design Guidelines, is to preserve as many existing mature trees along its edge as possible. The parking for these users is placed between the wooded buffer and the buildings so that buildings will define the larger parking field, encouraging pedestrian circulation to and from. Careful grading of the parking areas and landscaping of the buffers areas, as well as the implementation of the required town fence, will attractively screen the parking from Monticello, so that its desired park-like character is preserved.

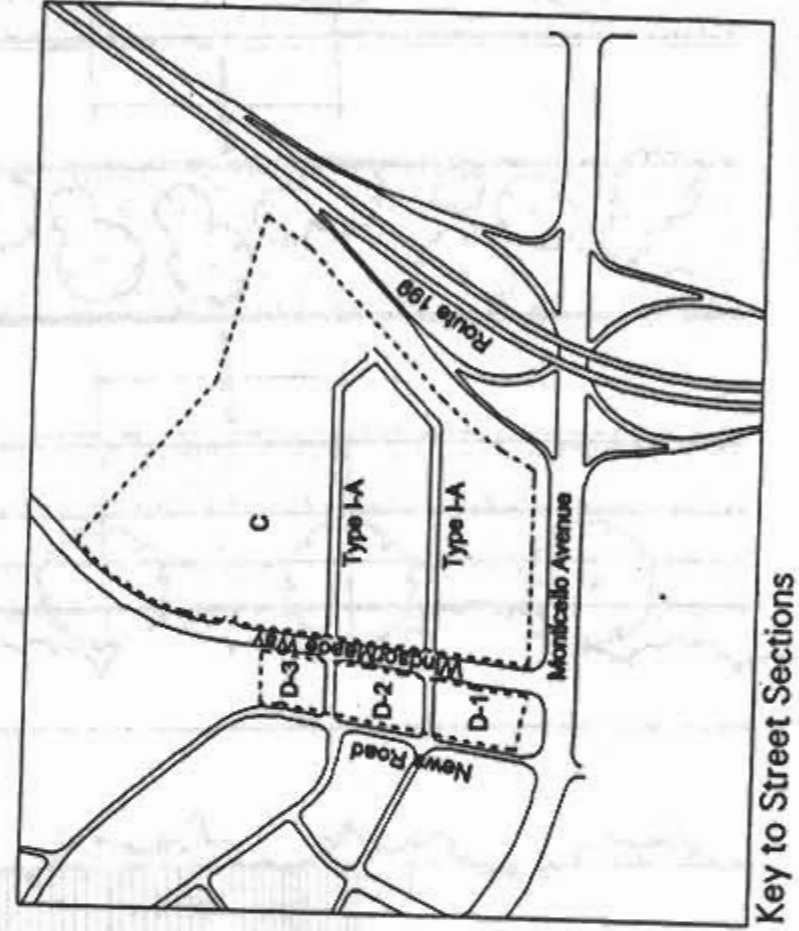
Street Design

The streets which define or are located within the WindsorMeade Marketplace District are Monticello Avenue, WindsorMeade Way and the smaller lanes or drives which serve as frontages to open spaces and uses or to define and organize parking areas. The design of Monticello Avenue is to comply with its comprehensive vision (Refer to page 13). Within the site, a coherent, interconnected pattern of internal streets and drives are organized into smaller, more humanly scaled areas. Sidewalks, tree planting and pedestrian lighting are designed on both sides of the streets, enabling pedestrians to comfortably and safely walk from parking areas to building entrances day and evening.

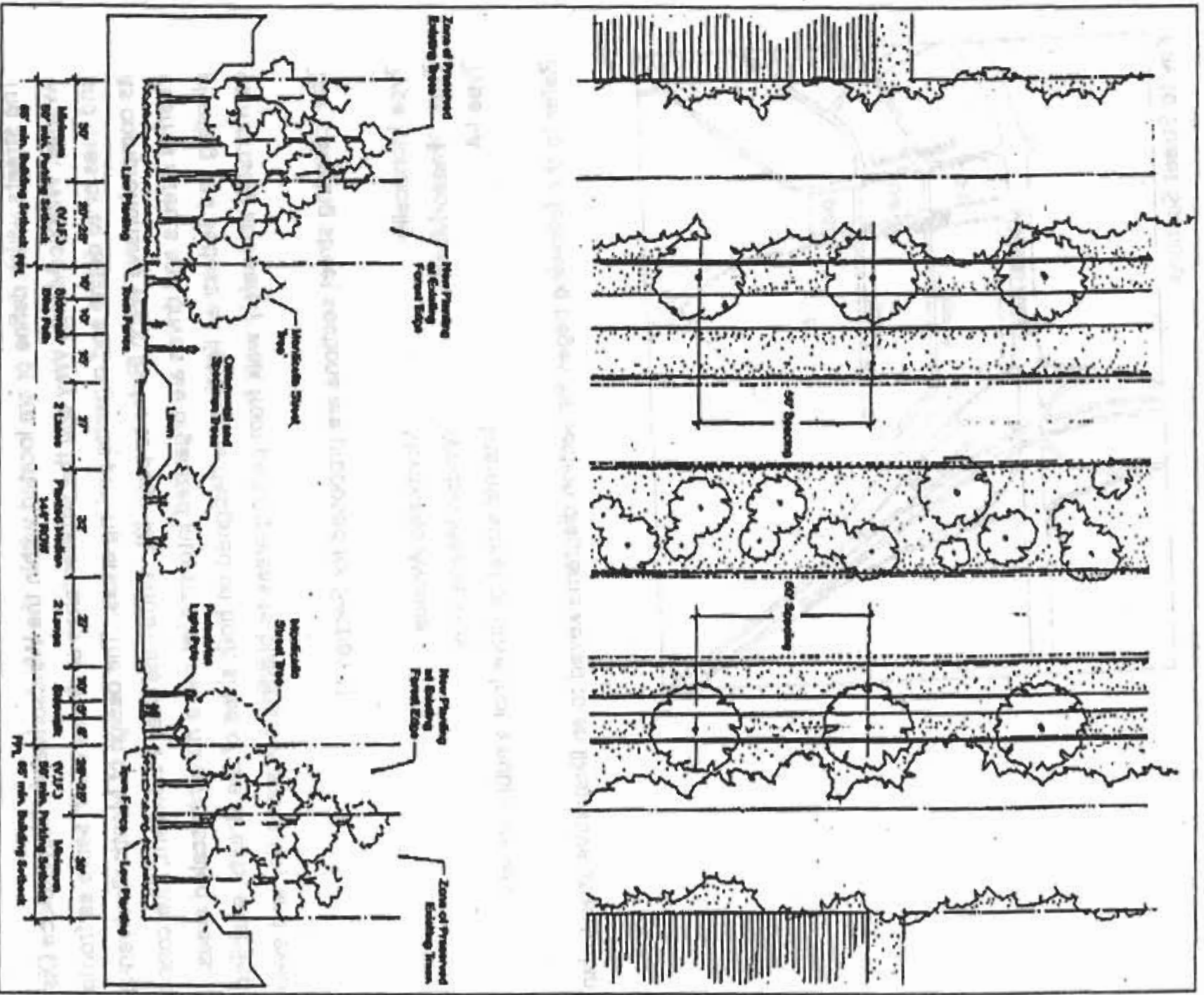
The following street sections are proposed for Section 11:

Type Monticello	Monticello Avenue
Type WindsorMeade	WindsorMeade Way
Type I-A	Internal street or drive (not a public street)

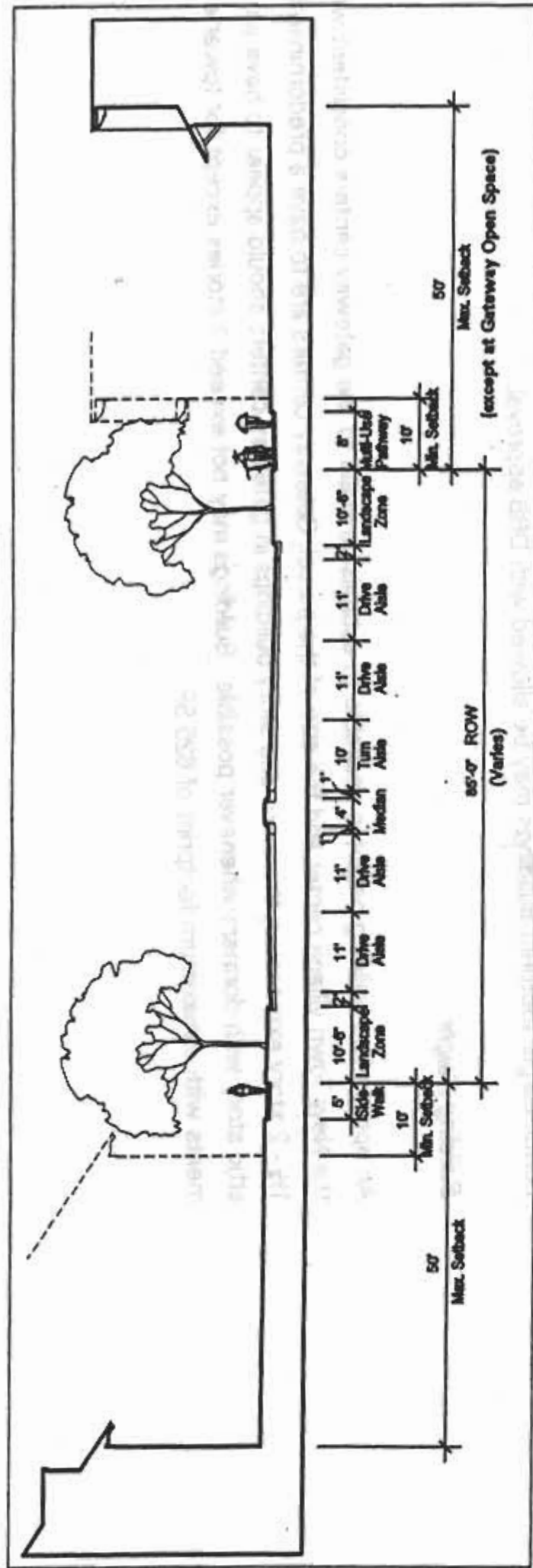
Refer to the following pages for section diagrams keyed to an illustrative street plan.



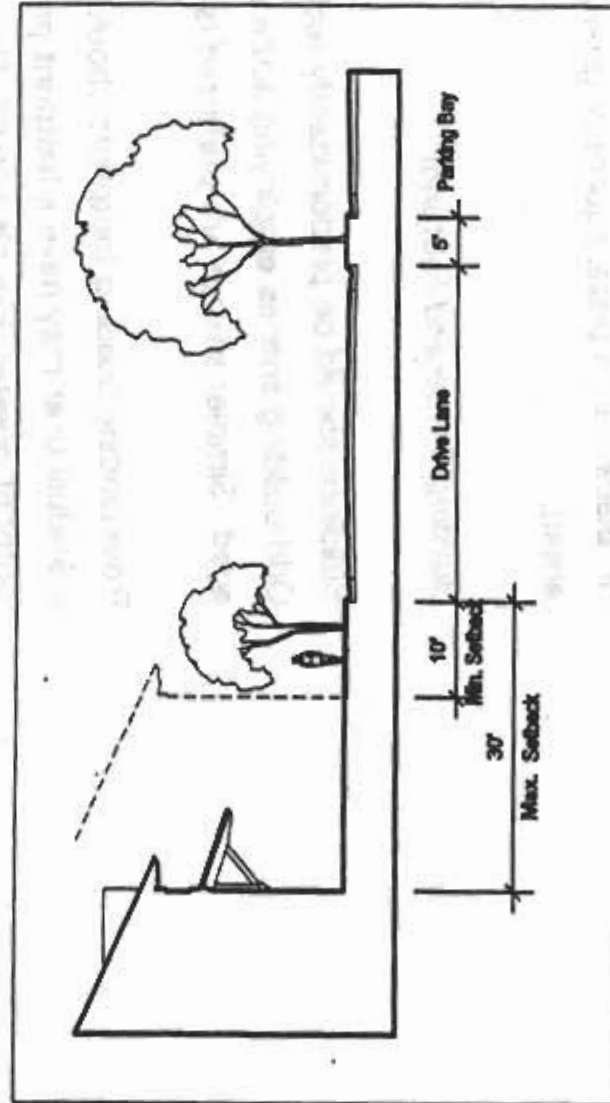
Monticello Avenue Plan and Section (Type Monticello)



**WindsorMeade Way section
(Type WindsorMeade)**



**Internal street or drive section
(Type I-A)**



The orientation and massing of a group of buildings within any retail center should create a positive spatial ensemble rather than occur as free standing random elements. Buildings are located so that they form an ordered relationship with one another, ideally through the creation of public open space or "place" (i.e., a plaza, square or green) about which they are entered and to which they should be oriented.

Building Shape and Footprint

Buildings should be predominantly rectangular in shape or composed of simple rectangular pieces. Odd building shapes employing acute angles (such as in the letters "Z", "W", and "Y") are not encouraged. Simpler shapes are preferred (similar to the letters "I", "H", "L", "T", and "U").

Freestanding building footprints should be predominantly small, between 2,000 SF and 10,000 SF. No individual user may have a footprint greater than 90,000 SF and no two users may have a combined footprint greater than 125,000 SF. Floor plates may not be larger than 12,000 SF without the employment of devices to articulate the massing into smaller components. Building depths may not be greater than 150' without the employment of devices to articulate the massing into smaller components. Larger footprint buildings may be allowed with DRB approval.

Building Height

An appropriate building height is desirable to establish a scale to the gateway centers consistent with the New Town village center and the size of the parcel. Gateway centers are to have a predominantly 1½ - 2 story expression, therefore one story buildings in gateway centers should appear to have an attic story with dormers whenever possible. Buildings may not exceed 3 stories except for tower elements with a maximum footprint of 625 SF.

Building Setback/Frontage Zone

Setbacks from the property line are established so that a defined streetscape or streetwall will result. Streetwalls help to create a pedestrian environment which, in turn, reinforces commercial and retail uses. Because the requirements for 60% maximum impervious surface and storm water management will be applied on a village-wide basis, there is no need to have large setbacks for the purposes of open space buffers and retention/detention ponds. A "frontage zone" is a zone in which the front wall of a building is built.

1. Individual Building Setbacks/Frontage Zone Requirement

A minimum of 60% of the front facade of individual buildings should be built within the following frontage zones.

Chart 1: Frontage Zone Dimensions

Street Type or Condition	Min. Setback from R.O.W.	Max Setback from R.O.W.
Type Monticello	50' parking 65' building	230'
Type WindsorMeade Way	10'	50' (except at Gateway Open Space)
Type LA	10'	30'

Arcades, canopies, stoops, bay windows and balconies may protrude beyond the frontage zone, where such zone does not extend to the property line.

Within setback areas, additional pedestrian hardscape and amenities and landscaping should be accommodated. Setbacks along public streets may not accommodate parking.

2. Block Face Setback/Frontage Zone Requirements

Building facades should occur within the frontage zones established above, a minimum of the following percentages over the length of any block face along the indicated frontage.

Chart 2: Block Face Requirements

Frontage Condition	Min. % Block Face Frontage
Monticello Avenue	40
Gateway Open Space	60
WindsorMeade Way	40
Internal Street serving commercial uses	per MU Plan

Build-To Zones

Build-To zones are portions of the site frontage where buildings are required, and where such buildings should abut the property line or established setback line.

Build-To Zones establish criteria where building mass is required to achieve a particular streetscape or define an urban condition such as an open space. This, in turn, promotes a coherent system of streets and open spaces that characterizes the townscape and encourages pedestrian activity.

Build-To zones are established in the Section 11 MU Plan (see page 18).

Parking and Access

Parking Standards

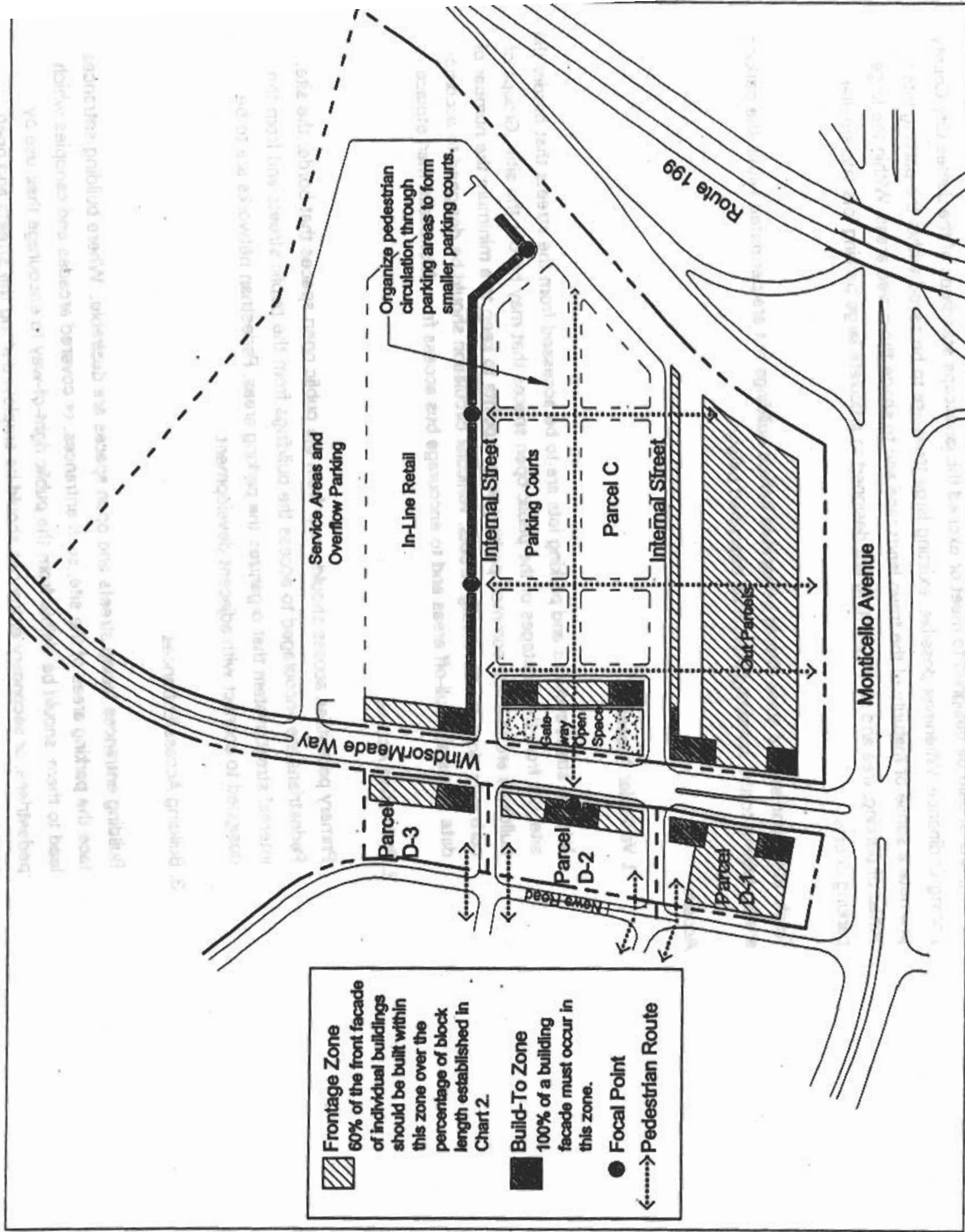
Parking lots within retail centers may be located about a created open space (i.e., a plaza, square or green) or may be located at the center of the retail site or, if necessary, at the sides of retail buildings, rather than being interposed between buildings and streets.

Parking areas are to be setback from the following conditions as described below:

Monticello Avenue R.O.W.: 50' min.

Other Public Rights-of-Way: 15' min.

Exterior Property Line: 25' min., except if combined with that of an adjacent parcel or property.



Parking lots should be designed to meet or exceed the landscape standards of the James City County Zoning Ordinance. Whenever possible, existing large trees are to be saved within the parking lots to promote a sense of maturity of the town landscape and to shade the paved areas. Within the large zones of parking, tree and shrub planting are designed to articulate large parking lots into smaller parking courts.

Trash, utility and service areas should be located behind buildings but are permitted within the parking areas, subject to the screening standards described below.

Access

1. Vehicular Access

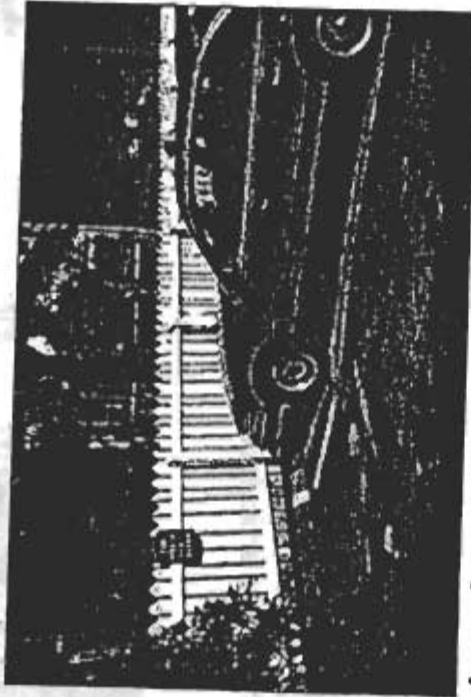
Internal street systems and parking lots are to be accessed from the streets that border the site, not from the frontages of the public open spaces that may border the site. Groups of buildings are to share common parking access points to keep to a minimum the number of curb cuts along the bordering streets. Vehicular circulation should be designed to accommodate buses and pull-off areas and to encourage bus access from Monticello Marketplace.

2. Pedestrian Access

Primary pedestrian access should occur from the public open spaces that border the site. Pedestrians are encouraged to access the buildings from the public streets and from the internal street system that organizes the parking areas. Pedestrian networks are to be designed to connect with adjacent development.

3. Building Access/Entrances

Building entrances facing streets and open spaces are desirable. Where building entrances face the parking areas of the site, such entrances, or covered arcades and canopies which lead to them, should be visible from the public right-of-way to encourage their use by pedestrians, or secondary entrances should be employed along the streets and open spaces.



A good example of parking screening



A good example of service screening

General Provisions

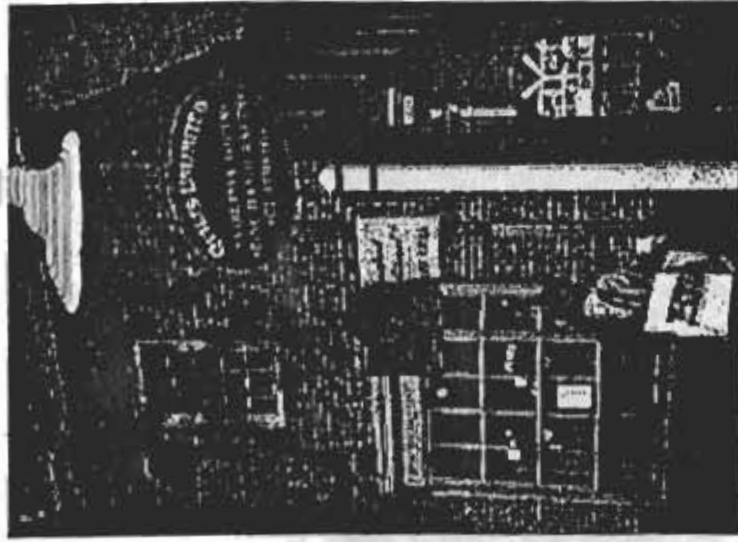
Walls, fences and planting between buildings and around parking areas are to be employed to improve the visual environment as well as to reinforce a streetwall condition along public frontages. These elements are not intended to block views of the fronts of the retail buildings but to serve two functions: to define street edges and parking areas and to conceal undesirable views into service areas.

Parking lots and landscaped areas of the site should be defined with low walls, fences, or continuous hedging, along the property line or established setback line of the building frontage zones established in the Mixed-Use Plan. Additionally, parking areas along Monticello Avenue and Route 199 may be depressed 2-3' from existing adjacent grade. The walls and fences should be architecturally consistent with the adjacent buildings and, including hedges, should be limited to 42" in height. The canopy of trees planted within the parking areas or other positive features should dominate the view over such walls, fences or hedges to soften the effect of parking area along street rights-of-way. Walls and fences should have a minimum opacity of 50%.

Loading, service and trash areas, as well as mechanical equipment, are to be screened with high walls or fences, a minimum of 5' in height, combined with planting where appropriate, and consistent in character with the retail buildings or may be screened by the buildings themselves.

Mechanical Equipment

All roof mounted mechanical equipment, including ductwork, is to be screened from all public view and access.



Post-mounted retail signage at Market Square, Colonial Williamsburg



Example of architectural articulation using fenestration and roof elements



Example of architectural articulation using a varied massing composition

Planting

Planting is encouraged in all setback areas and throughout the parking areas. Within large areas of parking, planting should be designed to break down large parking lots into smaller parking areas. The preservation of existing mature trees within planting and parking areas is encouraged.

Signage

All signage should be compatible with the architecture of the buildings and is limited to shop windows, hanging (shingle) signs, post mounted signs (non-rotating, limited to 12' in height) and the exterior building wall, placed at a consistent height, and to monument signs if designed as an architectural feature consistent with the retail buildings. Signs are encouraged to be externally lit when illuminated. Backlit sign may be permitted at the discretion of the DRB. Individual letters in signs may be internally lit provided the buildings are not located within 100' of Monticello Avenue. Entrance signs are limited to monument signs.

Scale and Articulation

Buildings at WindsorMeade Marketplace should not appear monolithic, but should appear consistent with a village character. The use of articulation is to be employed to help reduce the overall size of large buildings. Articulation may be expressed through two devices: building massing and architectural elements. Buildings with large profiles are to be designed to appear smaller if the overall massing is articulated as a collection of component masses. The use of architectural elements such as bays, balconies, porches, loggias and arcades, as well as architecturally appropriate variations in building materials and color, can add interest to building facades and aid in relating the scale of any building to human dimensions. Roofs may be articulated through the use of dormers, lanterns, monitors, widow's watches and other rooftop elements. Each of these devices adds character and interest to the buildings of the town that, in turn, reinforces the village character intended by these guidelines. The buildings should be predominantly 1½-2 stories, but may range from 1 to 3 stories and should utilize simple geometric shapes in plan and elevation. The overall massing of any building should be a collection of small and medium simple volumes. Buildings are encouraged to have pitched roofs with attic stories and dormers. Wings and additions should be simple rectangles in plan and oriented parallel or perpendicular to the main body of the building or toward a street frontage.

Site Lighting

Well-designed outdoor lighting at night benefits everyone, increases safety and enhances the nighttime character of New Town. Appropriate and sufficient site lighting should be designed to insure the safety and security of pedestrian and vehicular movement while eliminating problems of glare, minimizing light trespass and helping to reduce energy costs. All luminaries should be installed with the idea of being a "good neighbor," with attempts to keep unnecessary direct light from shining onto abutting properties or streets.

All site lighting should prevent light from shining directly up and should be full cut-off fixtures with the light source fully shielded, except for low wattage and fossil fuel sources, temporary emergency lighting, seasonal lighting, sports field lighting and other special situations as approved by the DRB. Pedestrian luminaries that permit the limited and controlled visibility of indirect light from the source as an aid to way finding and spatial definition are permitted at the discretion of the DRB.

Acceptable light sources include incandescent, fluorescent and metal halide lamps, and should produce a color temperature close to daylight. Other sources may be approved at the discretion of the DRB. Mercury vapor sources are not permitted.

The maximum height for on-site fixture poles is as follows:

1. Pedestrian Walks, Plazas: 16'
2. Streets, Drives and Parking Areas: 30'

The exterior illumination of civic or special buildings that enhances architectural elements is encouraged.

Architectural Expression

As stated, buildings within the gateway districts form the impression or identity of the town to those who pass by. As such, they should conform to the character of the village and to the streets and open spaces that they front. In general, buildings are to be made attractive from all sides visible by pedestrians.

Walls

Recommended Materials

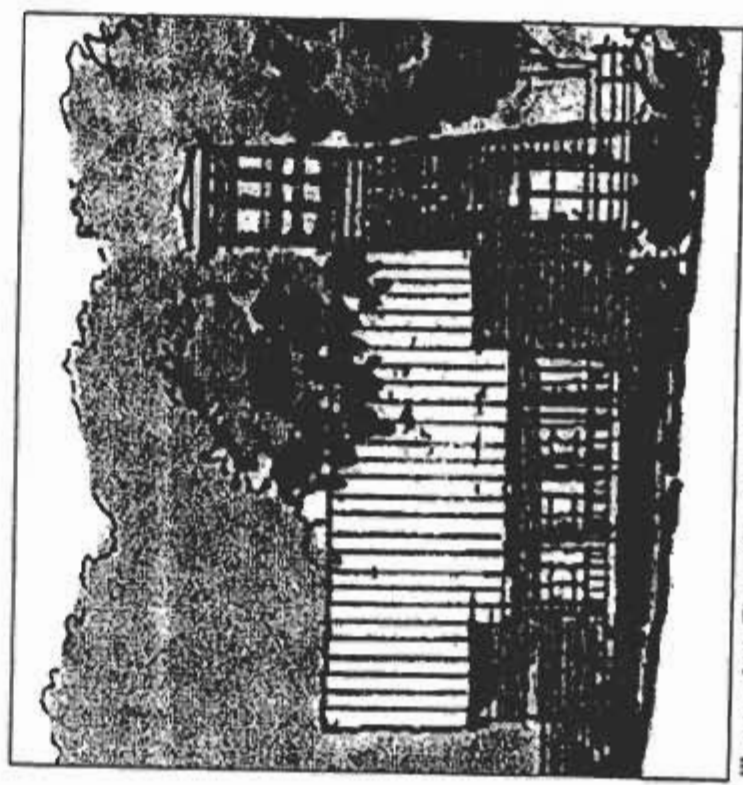
-Visible Building walls:

- In-Line Retail- Primarily brick with limited use of stucco or synthetic stucco
- Out Parcel Retail- Primarily brick with stucco or synthetic stucco accents, wood or fiber cement shingle, wood or fiber cement clapboard and board and batten
- Walls facing Service Areas: All of the above and including painted split face or ground face block and oversized brick.
- Exposed Foundation Walls: Brick or brick facing, or stucco finished concrete block or cast in place concrete
- Walls and Fences: Walls - brick, stuccoed concrete; Fences - wood picket, high-grade synthetic wood alternative, wrought iron, painted metal

Building Elements

Recommended Materials

- Chimneys: brick or stucco or synthetic stucco
- Arcades and colonnades: brick, stucco, synthetic stucco, wood, high-grade synthetic wood alternative
- Posts, spindles, and balusters: painted wood, painted metal, typon at the discretion of the DRB



Illustrative Elevation Detail

- Stoops, exterior stairs: brick, concrete
- Signs: wood, painted metal, individually lit letters may be acrylic
- Awning and canopies: canvas-covered metal structure, designed to be compatible in configuration and color with the architecture of the buildings.

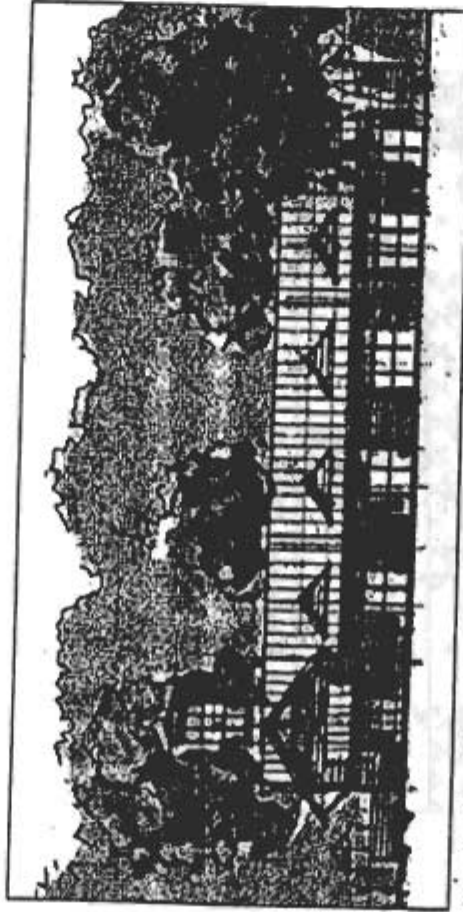
Roofs

Recommended Materials

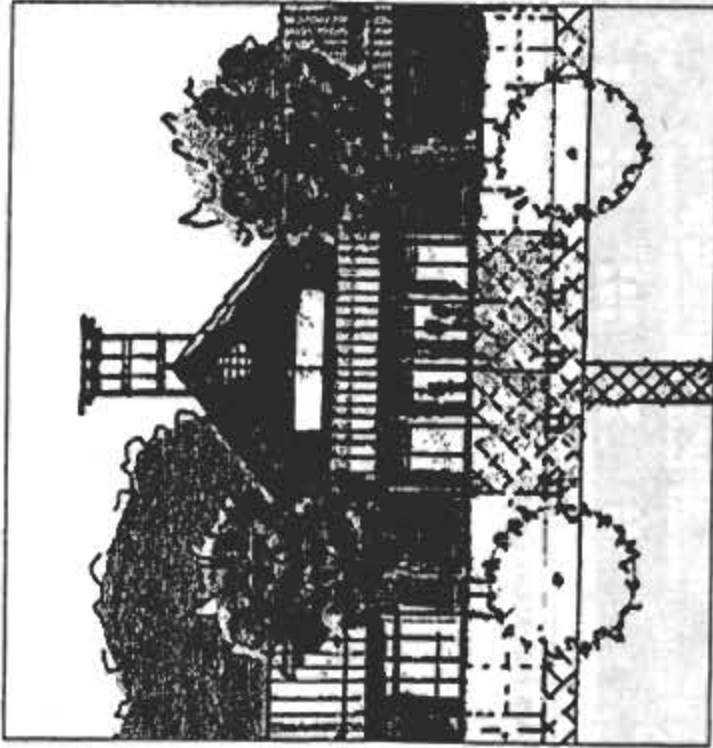
- Roofs: Wood shingles, painted metal standing seam, copper, lead-coated copper, slate, synthetic slate, 40-year architectural asphalt shingle
- Gutters and downspouts: metal, painted metal, copper
- Flashing: copper, lead, coated copper, anodized aluminum

Configurational Standard

- Buildings should have a varied character of traditionally shaped roofs.
- Principal Roofs: Gabled, hipped, hipped gables, gabled hips or gambrel in a symmetrical fashion with a slope of 4:12 to 8:12. Buildings with roof areas greater than 5,000 sf may have portions that are flat if concealed from view by sloped roofs of the character described above.
- Secondary Roofs: Shed with minimum slope of 2:12.
- Flat Roofs: Permitted when accessible from an interior space or in the form of a special roof top element or as noted above. Flat roofs are to have parapets or railings.
- Parapets: Horizontal or gabled
- Dormers: Pitched or eyebrow
- Special rooftop elements: Symmetrically situated or aligned with the rhythm of structural bays and fenestration.
- Rooftop mechanical enclosures: Concealed from view by sloped roofs or parapets of the character described above.



Illustrative Elevation Detail



Illustrative Elevation Detail

Openings

Recommended Materials

- Windows: wood, painted metal, mill finish or painted aluminum.
 - Bay windows: wood, painted metal, mill finish or painted aluminum, with metal tops
 - Doors: painted wood, painted metal, mill finish or painted aluminum.
 - Storefronts: painted wood, painted metal, mill finish or painted aluminum.
 - Shutters: wood, high-grade synthetic wood alternative
 - Security doors and grilles: metal
- ### Configurational Standards
- Storefronts: Min. 1:1 rectangular proportion with vertically proportioned (1:1.5 min.) component elements.
 - Windows: Rectangular, vertically proportioned (1.5:1 min.). Multiple windows in the same opening are to be separated by a 4" min. post. Window to wall ratio is to be a 1:1 maximum, per measure of wall and per building.
 - Bay Windows: Minimum of three sides. Structurally supported by brackets if located on upper floors.
 - Doors: Height is to be greater or equal to their width.

Paved Areas

Recommended Materials

- Streets: Brown or black aggregate asphalt roadbed, Concrete curb and gutter.
- Parking Areas: Brown or black aggregate asphalt, compacted gravel, turf block, brick or concrete pavers.
- Curbs and Wheel Stops (within parking areas): Timber, concrete or granite.
- Pedestrian Areas: Brick or concrete pavers, embossed concrete.

II. Landscape and Open Space Standards

Introduction

The land on which New Town is built has long been thought of as an area of great natural beauty and resource. Thick forests, wetlands and ravines and protected plant species occur throughout the land and should be preserved and celebrated as a major principle of the town.

Landscape designs should promote a compatible and consistent treatment throughout the neighborhoods and complement the preserved natural features. A palette of plant species should be used that will provide for the ability to establish hierarchy among the public streets and common open spaces. Landscape treatments may also be used to enhance or reinforce building placements or to solve issues of screening.

Because the vision of the town is founded upon an interconnected system of streets and open spaces that individually establish neighborhood identity and collectively form town character, the execution of landscape designs becomes crucial to fulfillment of that vision.

Streets

General Requirements

The general requirements for street landscape standards are to be established by the street sections provided in these guidelines. In general, a common streetscape design theme should be carried throughout the town providing for a shade tree canopy along all public streets. These designs should recognize the hierarchy among street types serving local, town-wide and regional uses.

Where possible, streets should be located along an existing stand of preserved trees to promote a sense of maturity of the town landscape. Typically, trees planted along public rights-of-way are to be spaced a maximum of 30' on center. Street trees planted along Monticello Avenue should be spaced a maximum of 50' on center.

Monticello Avenue

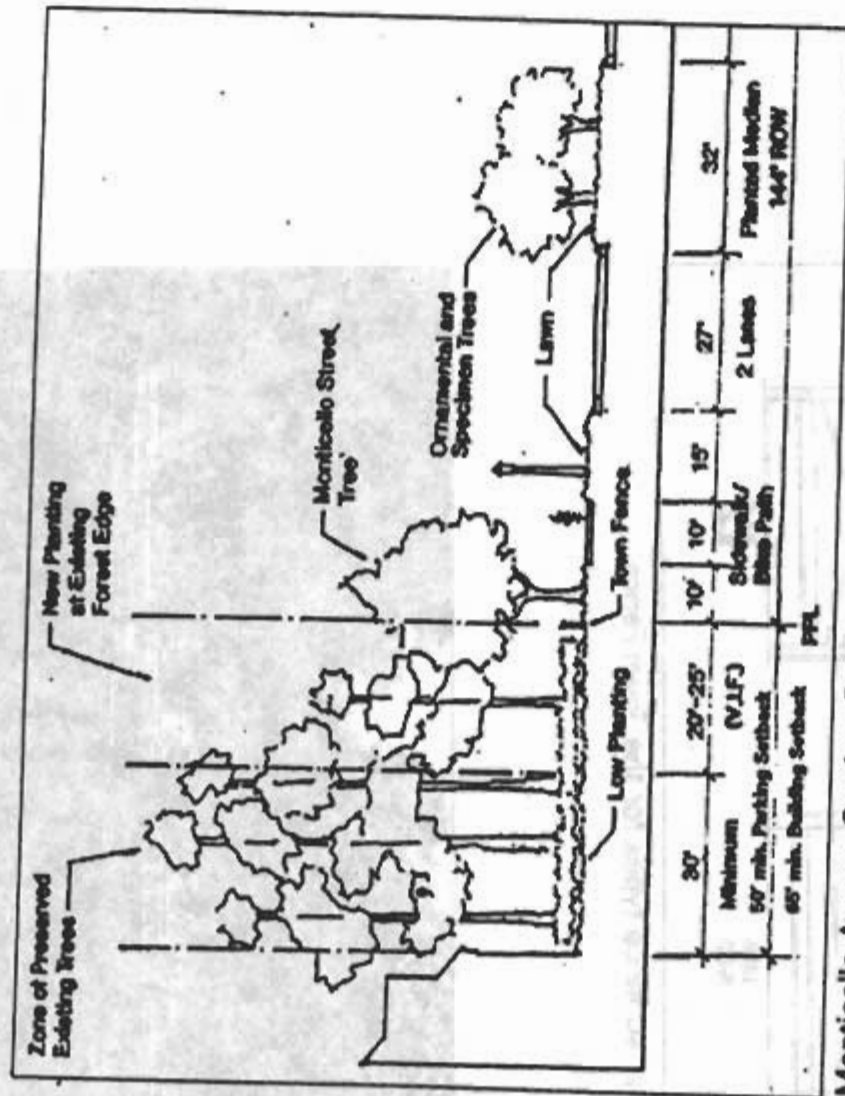
The design of Monticello Avenue should provide a park-like setting and entrance for New Town. The preservation of existing woodland and the supplementation of new plant material in key locations

should ensure both a sense of maturity of the town landscape and an identity to the main town road. While this landscape design for Monticello Avenue is to be coordinated with other areas of New Town, the development of this parcel is not contingent upon its implementation.

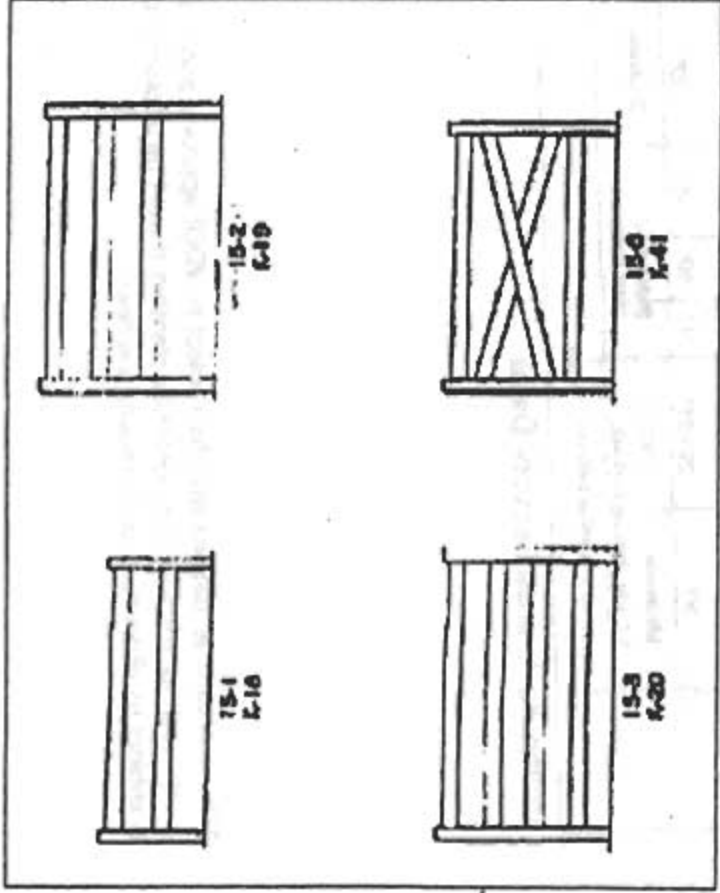
Specific recommendations* for the design of the landscape are indicated as follows (refer to illustration at left):

1. 30'-50' band of existing preserved woodland:
 - Preserve and prune healthiest of existing trees.
 - On average 10 trees should be retained for every 50 lineal feet of preservation band.
 - At gaps in band, infill at a similar spacing with a range of species to match preserved areas.
 - Establish understory shrub planting of such species as:
 - Cornelian Cherry (*Cornus mas*)
 - Witchhazel (*Hamamelis virginiana*)
 - Viburnum (*Viburnum opulus*)
 - Cherry Laurel (*Prunus laurocerasus* "Schipkaensis")
 - Rhododendron (*Rhododendron catawbiense*)
 - Mountain Laurel (*Kalmia latifolia*)

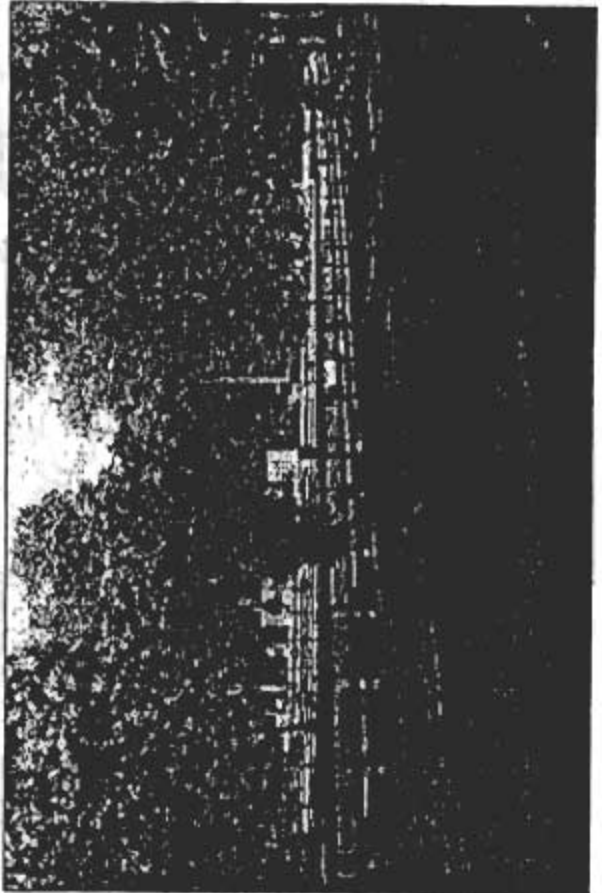
2. 20'-25' band of new planting at existing woodland edge, or to the depth required to complete the 50' woodland zone:
 - In front of preservation band, establish zone of new tree planting.
 - On average 8 trees should be planted for every 50 lineal feet of the planting band.
 - Species should be of such types as:
 - Green Ash (*Fraxinus pennsylvanica*)
 - Southern Red Oak (*Quercus falcata*)
 - Scarlet Oak (*Quercus coccinea*)
 - Red Maple (*Acer rubrum*)
 - Tulip Poplar (*Liriodendron tulipifera*)
 - Trees should be a minimum caliper of 3".



*These recommendations may be subject to VDOT approval and permits if they fall within such jurisdiction. Supplemental planting should be implemented as needed and is subject to silvicultural and nursery practices.



Permitted fence types for the Town Fence



A fence found at Colonial Williamsburg

-Establish understory shrub planting of such species as:

- Cornelian Cherry (*Cornus mas*)
- Witchhazel (*Hamamelis virginiana*)
- Viburnum (*Viburnum opulus*)
- Cherry Laurel (*Prunus laurocerasus* "Schipkaensis")
- Rhododendron (*Rhododendron catawbiense*)
- Mountain Laurel (*Kalmia latifolia*)

-At selected locations along the edge of the band, plant understory trees of such species as:

- Dogwood (*Cornus florida*)
- Redbud (*Cercis canadensis*)

3. Town Fence

At the right-of-way line, in front of the band of new tree planting, install a continuous "town fence" which will provide a distinctive unifying element to the Avenue, signaling the fact that, while there is a park-like character to the frontage on both sides of the roadway, the driver has entered an urban village. The fence should be based on established Williamsburg fence types, and be consistent on both sides of the Avenue from west of Route 199 up to the Civic Green (see images at left for suggested fence styles). Fencing materials must be white or off-white and be wood or a high-grade synthetic alternative. The fence should return at each intersection to the back of the woodland preservation band.

4. Roadside Lawn

From the fence to the curb, a mowed lawn should be maintained. Adjacent to the bikeway/walkway on the north side and to the sidewalk on the south, a continuous row of mid-sized straight trunked deciduous trees should be planted at a regular spacing of 50' on center. Two alternating species with similar character may be used from such types as:

- Black Gum (*Nyssa sylvatica*)
- Willow Oak (*Quercus phellos*)
- Yellow Wood (*Cladrastis lutea*)
- Golden-rain Tree (*Koelreuteria paniculata*)

5. Median

- The center median should be perceived as a mowed lawn with intermittent tree planting.
- Clusters of 3 or more small ornamental species should be established every 50'-75' of such types as:

Dogwood (*Cornus florida*)
Redbud (*Cercis canadensis*)
Star Magnolia (*Magnolia stellata*)
Hawthorn (*Crataegus phaenopyrum*)
Crabapple (*Malus* 'species')

- Every 2-4 clusters, 1 or 2 large specimen trees should be added to the median planting of such species as:

Catalpa (*Catalpa bignonioides*)
Buckeye (*Aesculus glabra*)
Kentucky Coffee Tree (*Gymnocladus dioica*)
Honey Locust (*Gleditsia triacanthos*)

Open Space and Focal Points

Whenever possible, existing natural features such as wetlands and ravines, high points of topography or a special grouping of existing trees should serve as the basis for a neighborhood open space. The natural features are thus preserved and celebrated as public gestures. Designed open spaces should possess individual character in their scale and articulation and by the uses that front them. The landscape of each open space should reflect its internal character and use. In general, the landscape of open spaces should define its edges (along with buildings) acting as the walls of an outdoor room. Public open spaces (parks, squares and greens) are required to be bordered by streets along at least 75% of their perimeter.

Street Frontage / Building Landscape

The landscape treatment along the frontage of a site and directly near buildings should receive the primary emphasis in the overall planting scheme. These areas should typically convey a more finished, urban character consistent with the village.

Parking Areas

Parking lots should be designed to meet or exceed the landscape standards of the James City County Zoning Ordinance. Whenever possible, existing large trees are to be saved within the lots to promote a sense of maturity of the town landscape and to shade the paved areas.

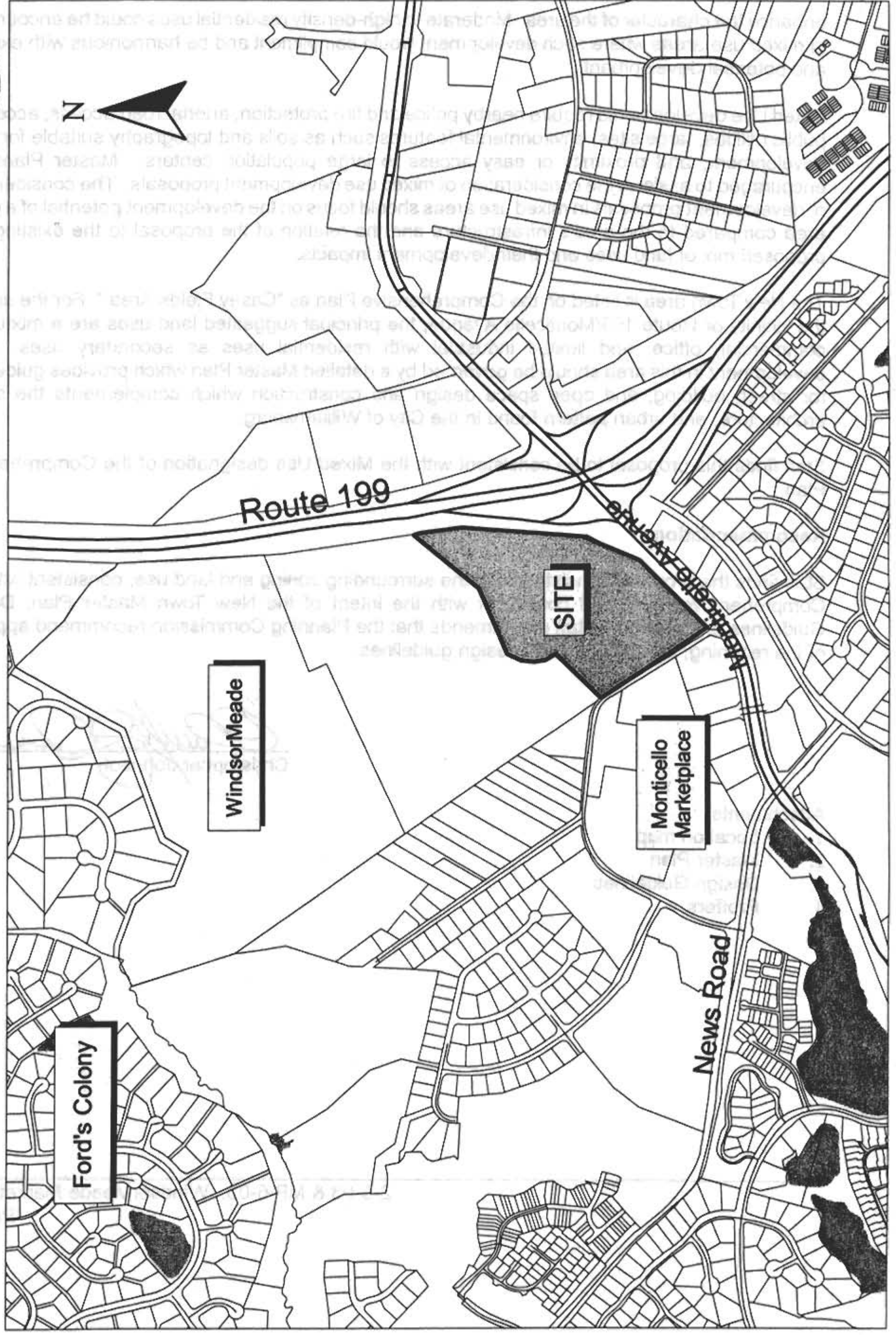
Recommended Planting Practices

The following are minimum sizes at planting for all new landscaping.

1. Trees - Deciduous Shade (Location on streets and street frontages)
3 ½" caliper, 16 - 18' height min.
2. Trees - Deciduous Shade (Location in parking areas)
2 ½" caliper, 16 - 18' height min.
3. Trees - Evergreen
Well-shaped, full, 8' height min.
4. Ornamental - Single-Stemmed Deciduous or Evergreen
2 ½" caliper, 8 - 10' height min
5. Ornamental - Multi-Stemmed Deciduous or Evergreen
1" caliper, 3 canes minimum, 6 - 8' height
6. Shrubs
Three-gallon container size, or balled and burlapped equivalents min.
7. Ground Cover
One Quart container
8. Grasses
One gallon container
9. Annuals
3 ½" pot

All new planting practices as well as existing vegetation preservation applications are to meet or exceed the James City County Zoning Ordinance.

WindsorMeade Marketplace



Master Plan for Rezoning of WindsorMeade Marketplace for C.C. Casey Limited Company James City County, Virginia



VICINITY MAP (APPROX. SCALE 1"=2000')

DATE: 6/02/03
AES PROJECT # 9069-01

KS
CONSULTING ENGINEERS
5248 Old Towne Road, Suite 1
Williamsburg, Virginia 23188
(757) 253-0040
Fax (757) 220-8994



INDEX OF SHEETS

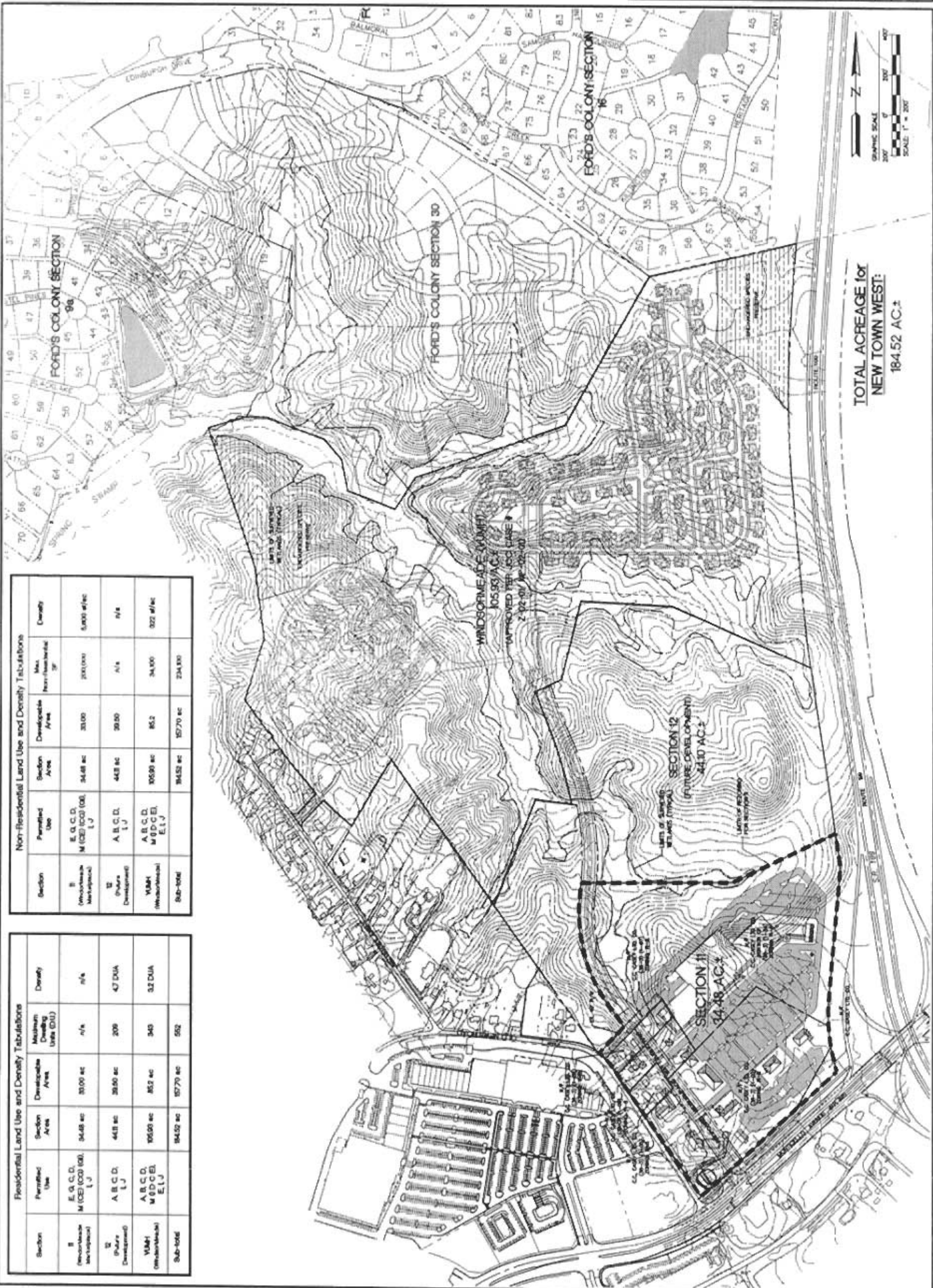
SHEET NUMBER	DESCRIPTION
1	COVER SHEET
2	MASTER PLAN OF NEW TOWN WEST
3	MASTER CONCEPTUAL PLAN FOR REZONING
4	MASTER UTILITIES PLAN
5	MASTER STORMWATER MANAGEMENT PLAN & ENVIRONMENTAL INVENTORY

REVISION	DATE	BY	REVISION / COMMENTS / NOTE
1	6-02-03		REVISED PER 6027 / JCC COMMENTS
2	6-02-03		REVISED PER 6027 / JCC COMMENTS
3	6-02-03		REVISED PER 6027 / JCC COMMENTS
4	6-02-03		REVISED PER 6027 / JCC COMMENTS
5	6-02-03		REVISED PER 6027 / JCC COMMENTS
6	6-02-03		REVISED PER 6027 / JCC COMMENTS
7	6-02-03		REVISED PER 6027 / JCC COMMENTS
8	6-02-03		REVISED PER 6027 / JCC COMMENTS
9	6-02-03		REVISED PER 6027 / JCC COMMENTS
10	6-02-03		REVISED PER 6027 / JCC COMMENTS
11	6-02-03		REVISED PER 6027 / JCC COMMENTS
12	6-02-03		REVISED PER 6027 / JCC COMMENTS
13	6-02-03		REVISED PER 6027 / JCC COMMENTS
14	6-02-03		REVISED PER 6027 / JCC COMMENTS
15	6-02-03		REVISED PER 6027 / JCC COMMENTS
16	6-02-03		REVISED PER 6027 / JCC COMMENTS
17	6-02-03		REVISED PER 6027 / JCC COMMENTS
18	6-02-03		REVISED PER 6027 / JCC COMMENTS
19	6-02-03		REVISED PER 6027 / JCC COMMENTS
20	6-02-03		REVISED PER 6027 / JCC COMMENTS
21	6-02-03		REVISED PER 6027 / JCC COMMENTS
22	6-02-03		REVISED PER 6027 / JCC COMMENTS
23	6-02-03		REVISED PER 6027 / JCC COMMENTS
24	6-02-03		REVISED PER 6027 / JCC COMMENTS
25	6-02-03		REVISED PER 6027 / JCC COMMENTS
26	6-02-03		REVISED PER 6027 / JCC COMMENTS
27	6-02-03		REVISED PER 6027 / JCC COMMENTS
28	6-02-03		REVISED PER 6027 / JCC COMMENTS
29	6-02-03		REVISED PER 6027 / JCC COMMENTS
30	6-02-03		REVISED PER 6027 / JCC COMMENTS
31	6-02-03		REVISED PER 6027 / JCC COMMENTS
32	6-02-03		REVISED PER 6027 / JCC COMMENTS
33	6-02-03		REVISED PER 6027 / JCC COMMENTS
34	6-02-03		REVISED PER 6027 / JCC COMMENTS
35	6-02-03		REVISED PER 6027 / JCC COMMENTS
36	6-02-03		REVISED PER 6027 / JCC COMMENTS
37	6-02-03		REVISED PER 6027 / JCC COMMENTS
38	6-02-03		REVISED PER 6027 / JCC COMMENTS
39	6-02-03		REVISED PER 6027 / JCC COMMENTS
40	6-02-03		REVISED PER 6027 / JCC COMMENTS
41	6-02-03		REVISED PER 6027 / JCC COMMENTS
42	6-02-03		REVISED PER 6027 / JCC COMMENTS
43	6-02-03		REVISED PER 6027 / JCC COMMENTS
44	6-02-03		REVISED PER 6027 / JCC COMMENTS
45	6-02-03		REVISED PER 6027 / JCC COMMENTS
46	6-02-03		REVISED PER 6027 / JCC COMMENTS
47	6-02-03		REVISED PER 6027 / JCC COMMENTS
48	6-02-03		REVISED PER 6027 / JCC COMMENTS
49	6-02-03		REVISED PER 6027 / JCC COMMENTS
50	6-02-03		REVISED PER 6027 / JCC COMMENTS
51	6-02-03		REVISED PER 6027 / JCC COMMENTS
52	6-02-03		REVISED PER 6027 / JCC COMMENTS
53	6-02-03		REVISED PER 6027 / JCC COMMENTS
54	6-02-03		REVISED PER 6027 / JCC COMMENTS
55	6-02-03		REVISED PER 6027 / JCC COMMENTS
56	6-02-03		REVISED PER 6027 / JCC COMMENTS
57	6-02-03		REVISED PER 6027 / JCC COMMENTS
58	6-02-03		REVISED PER 6027 / JCC COMMENTS
59	6-02-03		REVISED PER 6027 / JCC COMMENTS
60	6-02-03		REVISED PER 6027 / JCC COMMENTS
61	6-02-03		REVISED PER 6027 / JCC COMMENTS
62	6-02-03		REVISED PER 6027 / JCC COMMENTS
63	6-02-03		REVISED PER 6027 / JCC COMMENTS
64	6-02-03		REVISED PER 6027 / JCC COMMENTS
65	6-02-03		REVISED PER 6027 / JCC COMMENTS
66	6-02-03		REVISED PER 6027 / JCC COMMENTS
67	6-02-03		REVISED PER 6027 / JCC COMMENTS
68	6-02-03		REVISED PER 6027 / JCC COMMENTS
69	6-02-03		REVISED PER 6027 / JCC COMMENTS
70	6-02-03		REVISED PER 6027 / JCC COMMENTS
71	6-02-03		REVISED PER 6027 / JCC COMMENTS
72	6-02-03		REVISED PER 6027 / JCC COMMENTS
73	6-02-03		REVISED PER 6027 / JCC COMMENTS
74	6-02-03		REVISED PER 6027 / JCC COMMENTS
75	6-02-03		REVISED PER 6027 / JCC COMMENTS
76	6-02-03		REVISED PER 6027 / JCC COMMENTS
77	6-02-03		REVISED PER 6027 / JCC COMMENTS
78	6-02-03		REVISED PER 6027 / JCC COMMENTS
79	6-02-03		REVISED PER 6027 / JCC COMMENTS
80	6-02-03		REVISED PER 6027 / JCC COMMENTS
81	6-02-03		REVISED PER 6027 / JCC COMMENTS
82	6-02-03		REVISED PER 6027 / JCC COMMENTS
83	6-02-03		REVISED PER 6027 / JCC COMMENTS
84	6-02-03		REVISED PER 6027 / JCC COMMENTS
85	6-02-03		REVISED PER 6027 / JCC COMMENTS
86	6-02-03		REVISED PER 6027 / JCC COMMENTS
87	6-02-03		REVISED PER 6027 / JCC COMMENTS
88	6-02-03		REVISED PER 6027 / JCC COMMENTS
89	6-02-03		REVISED PER 6027 / JCC COMMENTS
90	6-02-03		REVISED PER 6027 / JCC COMMENTS
91	6-02-03		REVISED PER 6027 / JCC COMMENTS
92	6-02-03		REVISED PER 6027 / JCC COMMENTS
93	6-02-03		REVISED PER 6027 / JCC COMMENTS
94	6-02-03		REVISED PER 6027 / JCC COMMENTS
95	6-02-03		REVISED PER 6027 / JCC COMMENTS
96	6-02-03		REVISED PER 6027 / JCC COMMENTS
97	6-02-03		REVISED PER 6027 / JCC COMMENTS
98	6-02-03		REVISED PER 6027 / JCC COMMENTS
99	6-02-03		REVISED PER 6027 / JCC COMMENTS
100	6-02-03		REVISED PER 6027 / JCC COMMENTS

Z-503
MP-6-03

Residential Land Use and Density Tabulations				
Section	Permitted Use	Section Area	Developable Area	Density
I (Windermere Markers)	E, G, C, D, M (CE) (CO) (OO) L, J	34.48 ac	30.00 ac	n/a
II (Future Development)	A, B, C, D, L, J	44.8 ac	38.50 ac	47 DUA
VI (Windermere)	A, B, C, D, M (D-C-E), E, L, J	105.85 ac	85.2 ac	32 DUA
Sub-total		184.52 ac	153.70 ac	552

Non-Residential Land Use and Density Tabulations				
Section	Permitted Use	Section Area	Developable Area	Density
I (Windermere Markers)	E, G, C, D, M (CE) (CO) (OO) L, J	34.48 ac	30.00 ac	5,000 sf/ac
II (Future Development)	A, B, C, D, L, J	44.8 ac	n/a	n/a
VI (Windermere)	A, B, C, D, M (D-C-E), E, L, J	105.85 ac	85.2 ac	322 sf/ac
Sub-total		184.52 ac	105.20 ac	234,800



**TOTAL ACREAGE for
NEW TOWN WEST:**
184.52 AC.±



**MASTER PLAN FOR REZONING
WINDERMERE MARKETPLACE**
SECTION II, NEW TOWN WEST
OWNER: G.C. CASEY LIMITED CO.
JAMES CITY COUNTY, VIRGINIA
PROJECT NO. 18-001-00
DATE: 8/10/00
DRAWN BY: [Signature]
CHECKED BY: [Signature]

CONSULTING ENGINEERS
AKS
5248 Old Towne Road, Suite 1
Winchester, Virginia 22091
(703) 253-0040
Fax: (703) 220-8944

DATE	8/10/00
REVISION / COMMENTS	REVISION FOR 2001 ZONING
BY	AKS
CHECKED	AKS
DATE	8/10/00



LEGEND

- LIMITS OF SURVEYED WETLANDS
- PLANNED BARRIERS
- CONCEPTUAL BARRIERS
- ENGINEERED BRICKS PRESENT

NOTE: THERE ARE NO 25% SLOPES PRESENT ON THIS SITE

MASTER S.W.M. PLAN AND ENV. INVENTORY
WINDSORMEADE MARKETPLACE
 SECTION II, NEW TOWN WEST

OWNER: C.C. CASEY LIMITED CO.
 BERKELEY DISTRICT JAMES CITY COUNTY VIRGINIA

DATE: 8/22/20
 DRAWN BY: [Name]
 CHECKED BY: [Name]
 SCALE: 1" = 200'

ES
 CONSULTING ENGINEERS

5248 Old Towne Road, Suite 1
 Williamsburg, Virginia 23186
 (757) 253-0040
 Fax (757) 220-8994

NO.	REVISION / COMMENT / DATE
1	REVISED PER 2017 ZC ORDINANCE
2	REVISED PER 2017 ZC ORDINANCE
3	REVISED PER 2017 ZC ORDINANCE
4	REVISED PER 2017 ZC ORDINANCE
5	REVISED PER 2017 ZC ORDINANCE
6	REVISED PER 2017 ZC ORDINANCE
7	REVISED PER 2017 ZC ORDINANCE
8	REVISED PER 2017 ZC ORDINANCE
9	REVISED PER 2017 ZC ORDINANCE
10	REVISED PER 2017 ZC ORDINANCE

WINDSORMEADE MARKETPLACE PROFFERS

THESE PROFFERS are made as of this ____ day of _____, 20____, by C. C. CASEY LIMITED COMPANY, a Virginia limited liability company (together with its successors and assigns, "Casey") (index as a "grantor"), and the **COUNTY OF JAMES CITY, VIRGINIA** (the "County") (index as the "grantee").

RECITALS

R-1. Casey is the owner of certain real property in James City County, Virginia, being more particularly described on EXHIBIT A attached hereto and made a part hereof (the "Property").

R-2. The Property is subject to the New Town Proffers (the "New Town Proffers"), dated December 9, 1997, of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia (the "Clerk's Office") as document no. 980001284.

R-3. The New Town Proffers provide for development of the Property in accordance with (i) a conceptual master land use plan entitled, "NEW TOWN PLAN" prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated July 23, 1997, and revised December 8, 1997 (the "New Town Master Plan"), and (ii) design guidelines entitled "NEW TOWN DESIGN GUIDELINES, JAMES CITY COUNTY, VIRGINIA" prepared by Cooper, Robertson & Partners dated September 3, 1997 (the "New Town Design Guidelines").

Prepared by:
Kaufman & Canoles, P.C.
1200 Old Colony Lane
Williamsburg, VA 23185

R-4. In furtherance of the vision embodied in the New Town Master Plan and New Town Design Guidelines, Casey has applied for a rezoning of the Property from R-8, Rural Residential, with proffers to MU, Mixed-Use, with proffers. The rezoning of the Property to MU, with proffers, is in fact consistent both with the land use designation for the Property on the County's Comprehensive Plan and the statement of intent for the MU zoning district set forth in Section 24-514 of the County's Zoning Ordinance in effect on the date hereof (the "Zoning Ordinance").

R-5. Casey has submitted an update to the Community Impact Statement previously filed with the County's Director of Planning which satisfies the requirements of Section 24-515(c) of the Zoning Ordinance and the New Town Proffers, which update to the Community Impact Statement includes, without limitation, an updated Fiscal Impact Study which has been reviewed and accepted by the County in connection with the rezoning request referenced above. The update to the Community Impact Statement, as well as the Community Impact Statement, are on file with the County's Director of Planning.

R-6. Pursuant to subsection 2(b) of the New Town Proffers, there has been established a Design Review Board ("DRB") for development of the property subject to the New Town Proffers.

R-7. Pursuant to the New Town Proffers, the DRB is charged with the responsibility of rendering a written advisory recommendation to the County's Planning Commission and to the County's Board of Supervisors as to the general consistency with the New Town Master Plan and the New Town Design Guidelines of any proposed master plans and guidelines in future rezonings of the property subject to the New Town Proffers.

R-8. Casey has submitted to the DRB, and the DRB has approved in writing, as consistent with both the New Town Master Plan and the New Town Design Guidelines, a conceptual master plan of development for the Property entitled "Master Plan for Rezoning of WindsorMeade Marketplace" prepared by AES Consulting Engineers and dated January 30, 2003.

R-9. Casey has submitted a revised conceptual master plan of development entitled "Master Plan For Rezoning, Windsormeade Marketplace, Section 11, New Town West, Owner: C. C. Casey Limited Company" prepared by AES Consulting Engineers and dated June 02, 2003, revised August 29, 2003 (the "Marketplace Master Plan"), consistent with the "Master Plan for Rezoning of WindsorMeade Marketplace", dated January 30, 2003 approved by the DRB, the New Town Master Plan, and the New Town Design Guidelines. A copy of the Marketplace Master Plan is on file with the County's Director of Planning.

R-10. Casey has submitted to the DRB, and the DRB has approved in writing, as consistent with both the New Town Master Plan and the New Town Design Guidelines, design guidelines for the Property entitled "WindsorMeade Marketplace Design Guidelines", dated May 1, 2003 (the "Marketplace Guidelines"). A copy of the Marketplace Guidelines is on file with the County's Director of Planning.

R-11. Pursuant to the New Town Proffers, a Phase I Archaeological Study recommending no further treatment or further study for the Property, entitled "A Phase I Archaeological Survey of the Casey Property, James City County, Virginia", dated July 30, 1990, prepared for the Casey Family c/o Virginia Landmark Corporation by the William and Mary Archaeological Project Center, has been submitted to, and reviewed and approved by, the County Director of Planning.

R-12. Casey has caused a small whorled pogonia survey to be conducted on the Property in 1996 and 2001 revealing that no small whorled pogonias or small whorled pogonia habitat exist on the Property. The reports generated from these surveys are entitled "SEARCHES FOR THE SMALL WHORLED POGONIA, ISOTRIA MEDEOLOIDES, ON THE CASEY TRACT, CHISEL RUN WATERSHED, WILLIAMSBURG/JAMES CITY COUNTY, VIRGINIA SPRING/SUMMER 1996" (the "1996 Report") and "SEARCHES FOR THE SMALL WHORLED POGONIA, ISOTRIA MEDEOLOIDES, ON THE WINDSORMEADE PROPERTY JAMES CITY COUNTY, VIRGINIA JULY 2001" (the "2001 Report"). The 1996 Report and the 2001 report were prepared by Dr. Donna M. E. Ware of the College of William & Mary for Williamsburg Environmental Group, Inc. Dr. Ware will write a letter to the County stating that no small whorled pogonias or small whorled pogonia habitat exist on the Property. A copy of the 1996 Report, 2001 Report, and the letter from Dr. Ware will be on file with the County's Director of Planning.

R-13. The provisions of the Zoning Ordinance, Section 24-1, *et seq.*, may be deemed inadequate for protecting and enhancing orderly development of the Property. Accordingly, Casey, in furtherance of its application for rezoning, desires to proffer certain conditions which are specifically limited solely to those set forth herein in addition to the regulations provided for by the Zoning Ordinance for the protection and enhancement of the development of the Property, in accordance with the provisions of Section 15.2-2296 *et seq.* of the Code of Virginia (1950), as amended (the "Virginia Code") and Section 24-16 of the Zoning Ordinance.

R-14. The County constitutes a high-growth locality as defined by Section 15.2-2298 of the Virginia Code.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the rezoning of the Property as set forth above and the Marketplace Master Plan, the Marketplace Guidelines and all related documents described herein, and pursuant to Section 15.2-2296, et seq., of the Virginia Code, Section 24-16 of the Zoning Ordinance and the New Town Proffers, Casey agrees that all of the following conditions shall be met and satisfied in developing the Property.

PROFFERS:

1. Application of New Town Proffers, Master Plan and Design Guidelines. Unless otherwise specifically noted herein, these Proffers shall supercede and amend and restate in their entirety the New Town Proffers, the New Town Master Plan and the New Town Design Guidelines, but only as to the Property.

2. New Town Owner's Association. Casey shall (i) organize an owner's association or associations in accordance with Virginia law in which all owners of the Property, by virtue of their property ownership, shall be members of an association, or (ii) execute a supplemental declaration and record it in the Clerk's Office submitting all or a portion of the Property to an existing owner's association comprised of owners of property within the New Town Master Plan and amendments thereto. Any articles of incorporation, bylaws, declarations, or supplemental declarations (together, the "Governing Documents") creating and governing such association(s) shall be submitted to and reviewed by the County Attorney for consistency with this Proffer.

3. Development Process and Land Use.

(a) Development. The Property shall be developed in one or more phases generally in accordance with the Marketplace Master Plan and the Marketplace Design Guidelines, including, but not limited to, the land uses, densities and design set forth therein; however, all of such development shall be expressly subject to such changes in configuration, composition and location as required by all other governmental authorities having jurisdiction over such development.

(b) DRB Authority, Duties and Powers. All subdivision plats, site plans, landscaping plans, architectural plans and elevations and other development plans for the Property shall be submitted to the DRB for review and approval in accordance with the manual entitled "NEW TOWN DESIGN PROCEDURES JAMES CITY COUNTY", as the same may be amended by the DRB from time to time, and such other rules as may be adopted by the DRB from time to time, for general consistency with the Marketplace Master Plan and Marketplace Guidelines. Evidence of DRB approval of plans required to be submitted to the County for approval shall be provided with any submission to the County Department of Development Management of such plans. The County shall not be required to review any subsequent development plans not receiving the prior approval of the DRB. In reviewing applications, development plans and specifications, the DRB shall consider the factors set forth in the Marketplace Master Plan and/or the Marketplace Guidelines. The DRB shall advise of either (i) the DRB's recommendation of approval of the submission, or (ii) the areas or features of the submission which are deemed by the DRB to be materially inconsistent with the applicable Marketplace Guidelines and/or the Marketplace Master Plan and the reasons for such finding and suggestions for curing the inconsistencies. The DRB may approve development plans that do not strictly comply with the Marketplace Master Plan and/or the Marketplace Guidelines, if

circumstances, including, but not limited to, topography, natural obstructions, hardship, economic conditions or aesthetic or environmental considerations, warrant approval. All structures and improvements and open space, wetlands and other natural features on the Property shall be constructed, improved, identified for preservation, left undisturbed or modified, as applicable, substantially in accordance with the plans and specifications as finally approved by the DRB.

(c) Procedures for Changes to Marketplace Master Plan and Marketplace Guidelines. Applications to change the Marketplace Master Plan and/or the Marketplace Guidelines are to be made to the Planning Commission or the Board of Supervisors, as appropriate, as hereinafter provided and in accordance with the Zoning Ordinance.

In accordance with Section 24-518 of the Zoning Ordinance, all of such amendments shall be subject to the approval of the County Planning Commission if, after reviewing written confirmation from the County's Director of Planning, the Planning Commission concludes that the changes do not significantly alter the character of the land uses or other features or conflict with any conditions placed on the approval of the rezoning.

No amendment of the Marketplace Master Plan and/or Marketplace Guidelines which significantly alters the character of land uses or other material features or conflicts with any conditions placed on approval of the rezoning as determined by the County's Director of Planning, and, if applicable under Section 24-518 of the Zoning Ordinance, the Planning Commission, shall be effective unless approved by the County Board of Supervisors.

Any change or amendment shall apply after its effective date but shall not require modification or removal of any previously approved construction.

(d) Limitation of Liability. Review of and recommendations with respect to any application and plans by the DRB is made on the basis of aesthetic and design considerations only and the DRB shall not have any responsibility for ensuring the structural integrity or soundness of approved construction of modifications, nor for ensuring compliance with building codes or other governmental requirements, or ordinances or regulations. Neither the Casey, the County, the DRB nor any member of the DRB shall be liable for any injury, damages or losses arising out of the manner or quality of any construction on the Property.

(e) Land Use. As a result of the rezoning sought in connection with these Proffers, "Table 1, Land Use and Density Tabulation: Residential, West Side" and "Table 2, Land Use and Density Tabulation: Non-Residential, West Side" shown on page 2 of the New Town Master Plan are hereby amended to reflect the densities and land uses specified in EXHIBIT B attached hereto. Except as hereby amended, the Tables and Charts on page 2 of the New Town Master Plan shall remain unchanged.

4. Traffic Study and Road Improvements.

(a) In accordance with the requirements of Section 4 of the New Town Proffers, Casey has submitted to the County an updated traffic study entitled "TRAFFIC STUDY FOR PROPOSED S. L. NUSBAUM SHOPPING CENTER AT MONTICELLO AVENUE/WINDSORMEADE WAY, JAMES CITY COUNTY, VIRGINIA", dated May 28, 2003, prepared by DRW Consultants, Inc., Midlothian, Virginia (the "Traffic Study"), which is on file with the County's Director of Planning.

(b) The following entrance and road improvements shall be completed (or bonded pursuant to the County Code) for the Monticello Avenue/WindsorMeade Way intersection when warranted as determined by VDOT:

- (i) A second eastbound left turn lane on Monticello Avenue
- (ii) A westbound right turn lane on Monticello Avenue
- (iii) On WindsorMeade Way, a minimum of three lanes approaching Monticello Avenue (two left turn lanes and one right turn lane) and two lanes departing Monticello Avenue.

A traffic signal shall be designed and installed (or bonded pursuant to the County Code) when warranted as determined by VDOT at the Monticello Avenue/WindsorMeade Way intersection, which traffic signal shall include, subject to VDOT approval, traffic signal preemption equipment meeting VDOT design standards and acceptable to the James City County Fire Department. Any costs incurred in designing, installing, or bonding the aforementioned traffic signal shall be less the \$10,000.00 previously proffered in paragraph 5 of the "WindsorMeade Proffers" recorded in the Clerk's Office at Instrument No. 010020618.

A traffic signal shall be designed and installed (or bonded pursuant to the County Code) when warranted as determined by VDOT at the WindsorMeade Way/Crossover 2 intersection, which traffic signal shall include, subject to VDOT approval, traffic signal preemption equipment meeting VDOT design standards and acceptable to the James City County Fire Department.

5. Water Conservation. The owner's association to be established pursuant to paragraph 2 shall be responsible for establishing, as to the Property, water conservation standards to be submitted to and approved by James City Service Authority (the "JCSA"). The standards shall address such water conservation measures as limitations on 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. Design features, including the use of drought tolerant grasses and plantings, a water conservation plan, and drought management plan shall be implemented to reduce the total

irrigated area of the Property in order to accomplish the limitation on use of public water and groundwater. The standards shall be approved by the JCSEA prior to approval of the first site plan for development of the Property or any portion thereof.

6. Subdivision. Notwithstanding anything in these Proffers to the contrary, the failure by Casey to comply with one or more of the conditions of these Proffers in developing the Property which failure does not specifically apply to portions of the Property transferred to a bona fide transferee for value ("Transferred Portions") will not affect the right of such subsequent owner or owners of Transferred Portions of the Property to develop such Transferred Portions owned by them, in accordance with these Proffers and other applicable provisions of the County's Zoning Ordinance.

MISCELLANEOUS PROVISIONS

7. Successors and Assigns. This Proffer Agreement shall be binding upon and shall inure to the benefit of the Casey and the County, and their respective heirs, successors and/or assigns. Any obligation(s) of Casey hereunder shall be binding upon and enforceable against any subsequent owner or owners of the Property or any portion thereof.

8. Severability. In the event that any clause, sentence, paragraph, section or subsection of these Proffers shall be judged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or of the United States, or if the application thereof to any owner of any portion of the Property or to any government agency is held invalid, such judgment or holding shall be confined in its operation to the clause, sentence, paragraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the

judgment or holding shall have been rendered or made, and shall not in any way affect the validity of any other clause, sentence, paragraph, section or provision hereof.

9. Conflicts. In the event there is a conflict between: (1) these Proffers, the Marketplace Guidelines, and/or the Marketplace Master Plan; and (2) the New Town Proffers, the New Town Master Plan and/or the New Town Guidelines, then these Proffers, the Marketplace Guidelines and the Marketplace Master Plan shall govern. In the event that there is any conflict between these Proffers and the Zoning Ordinance, the conflict shall be resolved by the County's Zoning Administrator subject to the appeal process to the Board of Supervisors and the Courts or as otherwise provided by law.

10. Signature by the County. The County's Director of Planning has executed these Proffers solely for purpose of confirming the filings and submissions described herein and confirming approval by the Board of Supervisors of the rezoning of the Property with these Proffers by resolution dated _____, 20__.

11. Headings. All section and subsection headings of Conditions herein are for convenience only and are not a part of these Proffers.

12. Conditions Applicable Only To The Property. Notwithstanding anything in these Proffers to the contrary, the failure to comply with one or more of the conditions herein in developing the Property shall not affect the rights of Casey and its successors in interest to develop its other property in accordance with the other applicable provisions of the County Zoning Ordinances.

WITNESS the following signatures, thereunto duly authorized:

By: _____
Robert T. Casey
Its: Secretary

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 20__ by Robert T. Casey as Secretary of C. C. Casey Limited Company, a Virginia limited liability company, on its behalf.

NOTARY PUBLIC

My commission expires: _____

THE COUNTY OF JAMES CITY, VIRGINIA

By: _____
O. Marvin Sowers

Its: Director of Planning

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 20__ by O. Marvin Sowers as Director of Planning for the County of James City, Virginia, on its behalf.

NOTARY PUBLIC

My commission expires: _____

APPROVED AS TO FORM:

By: _____
Leo P. Rogers

Its: Deputy County Attorney

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 20__ by Leo P. Rogers as Deputy County Attorney for the County of James City, Virginia.

NOTARY PUBLIC

My commission expires: _____

EXHIBIT A

All those certain lots, parcels or tracts of land, situate and lying in the Powhatan District of James City County, Virginia, containing 34.13 acres more or less and being a portion of the same property as shown on a map entitled "Master Plan For Rezoning, Windsormeade Marketplace, Section 11, New Town West, Owner: C. C. Casey Limited Company", prepared by AES Consulting Engineers and dated June 02, 2003, revised August 29, 2003, and being the properties designated as a portion of James City County Tax Map Parcels #(38-3)(1-2), #(38-3)(1-5), #(38-3)(1-6), (38-3)(1-7), #(38-3)(1-8), and a Portion of Tax Map Parcel #(38-3)(1-34), and a parcel formerly owned by the Commonwealth of Virginia.

Said parcels are more particularly described by metes and bounds as follows:

All of James City County Tax Map Parcels #(38-3)(1-2), #(38-3)(1-5), #(38-3)(1-6), (38-3)(1-7), #(38-3)(1-8) and a Portion of Tax Map Parcel #(38-3)(1-34) Owned by C. C. Casey Limited Company:

Beginning at a point on the northerly right-of-way line of Monticello Avenue Extended, State Route #321, said point being S28°41'04"W, 358.65' from the intersection of the westerly right-of-way line of State Route #199 and the northerly right-of-way line of said Monticello Avenue Extended, State Route #321, a corner to the property described hereon and the property now or formerly standing in the name of the Commonwealth of Virginia; thence leaving said corner of the property now or formerly standing in the name of the Commonwealth of Virginia and lying along the right-of-way line of Monticello Avenue Extended, State Route #321, S46°23'51"W, 530.33' to a point; thence along a curve to the right, having a radius of 869.93' and an arc length of 91.40' to a point; said point being at the intersection of the northerly right-of-way line of said Monticello Avenue Extended, State Route #321 and the easterly right-of-way line of what is now known as Old News Road; thence leaving said right-of-way line of Monticello Avenue Extended, State Route #321 and lying along the easterly right-of-way line of what is now known as Old News Road, N34°54'22"W, 480.33' to a point; thence N33°17'29"W, 275.90' to a point; thence along a curve to the left, having a radius of 400.00' and an arc length of 62.99' to a point; thence N42°18'49"W, 9.79' to a point; thence along a curve to the left, having a radius of 251.53' and an arc length of 40.04' to a point; said point being a corner to the properties described hereon and the remaining portion of James City Tax Map Parcel #(38-3)(1-34) now or formerly standing in the name of C. C. Casey Limited Company; thence along the line of the remaining portion of James City Tax Map Parcel #(38-3)(1-34) now or formerly owned by C. C. Casey Limited Company and an existing 40' private right-of-way, N43°12'19"E, 178.71' to a point; thence leaving said 40' private right-of-way and continuing along the line of the remaining portion of James City County Tax Map Parcel #(38-3)(1-34), now or formerly owned by C. C. Casey Limited Company, N36°30'08"W, 123.42' to a point; thence along a curve to the right, having a radius of 790.50' and an arc length of 214.79' to a point; thence along a curve to the right, having a radius of 587.50' and an arc length of 101.13' to a point; thence N11°04'18"W, 34.77' to a point; thence along a curve to the right, having a radius of 787.50' and an arc length of 246.68' to a point; thence along a curve to the right, having a radius of 1387.50' and an arc

length of 46.69' to a point; thence N89°13'21"E, 746.48' to a point; thence N63°40'56"E, 565.00' to a point on the westerly right-of-way line of State Route #199, a corner to the properties described hereon and the remaining portion of James City County Tax Map Parcel #(38-3)(1-34) now or formerly owned by C. C. Casey Limited Company; thence leaving said corner of the remaining portion of James City Tax Map Parcel #(38-3)(1-34) now or formerly standing in the name of C. C. Casey Limited Company and lying along the westerly right-of-way line of State Route #199, S08°18'36"E, 171.61' to a point; thence S04°50'02"W, 654.04' to a point; thence along a curve to the left, having a radius of 903.51' and an arc length of 235.65' to a point, said point being a corner to the property described hereon, the property now or formerly standing in the name of the Commonwealth of Virginia and the intersection of the right-of-way line State Route #199 and Monticello Avenue Extended, State Route #321; thence along the line of the property now or formerly owned by the Commonwealth of Virginia, S28°41'04"W, 358.65' to the aforesaid point of beginning. The properties described above contain an aggregate area of 34.13 acres more or less.

Less and except any portion of that certain piece or parcel of land contained within the above metes and bounds description that is located within the Right Of Way lines for WindsorMeade Way shown on that certain plan entitled "WindsorMeade Way Road Construction Plan" prepared by AES Consulting Engineers, dated May 2002, revised June 20, 2003, revised August 28, 2003.

Parcel Formerly Owned by the Commonwealth of Virginia and Now Owned by C. C. Casey Limited Company:

Beginning at a point at the intersection of the westerly right-of-way line of State Route #199 and the northerly right-of-way line of Monticello Avenue Extended, State Route #321; thence lying along the northerly right-of-way line of said Monticello Avenue Extended, State Route #321, S46°23'51"W, 276.71' to a point, a corner to the property described hereon and the properties now or formerly owned by C. C. Casey Limited Company; thence leaving said corner of the properties now or formerly owned by C. C. Casey Limited Company and lying along the property owned by the Commonwealth of Virginia, N28°41'04"E, 358.65' to a point, said point being on the westerly right-of-way line of State Route #199; thence lying along the westerly right-of-way line of State Route #199, S13°36'06"E, 71.92' to the aforesaid point of beginning. The property described above contains an area of 0.35 acres more or less.

EXHIBIT B

**CASEY NEW TOWN WEST SIDE
REVISED RESIDENTIAL LAND USE AND DENSITY TABULATION
(INCLUDES BERRY PROPERTY)**

SECTION	PERMITTED USE	SECTION AREA IN ACRES	DEVELOPABLE AREA	MAXIMUM DWELLING UNITS (D.U.)	DENSITY D.U./ACRE
11	E, G, C, D, M (CE) (CG) (GD), I, J	34.48	33.00	0	0
12	A, B, C, D, I, J	44.11	39.50	209	4.7
VUMH	A, B, C, D, M, (I D C E), E, I, J	105.93	85.20	343	3.2
Subtotal		184.52	157.70	552	

**CASEY NEW TOWN WEST SIDE
REVISED NON-RESIDENTIAL LAND USE AND DENSITY TABULATION
(INCLUDES BERRY PROPERTY)**

SECTION	PERMITTED USE	SECTION AREA	DEVELOPABLE AREA	MAXIMUM NON-RESIDENTIAL SQUARE FOOTAGE	DENSITY SF/ACRE
11	E, G, C, D, M (CE) (CG) (GD), I, J	34.48	33.00	200,000	5,799
12	A, B, C, D, I, J	44.11	39.50	0	0
VUMH	A, B, C, D, M, (I D C E), E, I, J	105.93	85.20	34,100	322
Subtotal		184.52	157.70	234,100	

NOTE: RESIDENTIAL UNITS AND NON-RESIDENTIAL SQUARE FOOTAGE NOT UTILIZED WITHIN THE PARTICULAR SECTIONS INDICATED, MAY BE TRANSFERRED TO OTHER SECTIONS OF THE NEW TOWN MASTER PLAN IF APPROVED BY THE DRB AND THE OWNERS OF THE AFFECTED SECTIONS.

PLANNING DIRECTOR'S REPORT
SEPTEMBER 2003

This report summarizes the status of selected Planning Division activities during the last 30 days.

1. New Town DRB Cases. The Design Review Board considered the following at its August 2003 meeting:
 - a. Approved the construction phasing of New Town United Methodist Church
 - b. Received an update on Windsor Meade Way road construction
 - c. Approved the conceptual plan and elevations for the first New Town residential units in Block 5 & 8.
 - d. Approved the Court Square Plans.
 - e. Approved the revised Design Review Guidelines and proposed amended master plan to annex part of Section 9 to Section 4 that is to be rezoned to mixed use.
2. Comprehensive Plan Update. On August 12th, the Board of Supervisors unanimously adopted the 2003 Comprehensive Plan and Land Use Map. Copies are available online and final printed copies will be available mid-late September. Also in August, James City County learned that it had been awarded the 2003 Virginia Municipal League (VML) President's Award for Entrepreneurial Government. The award, given to James City County for its work on the 2003 Comprehensive Plan, was open to all 40 cities, 155 towns, and 14 counties in the VML membership. The award's purpose is to recognize and encourage the principles of innovative and imaginative local government.
3. Transportation Funding. Planning Division staff were quite successful in this year's funding allocation process for Regional RSTP funds in regard to highways. HRPDC's Transportation Technical Committee approved the entire requested funding for two road projects, allocating a total of \$12.1 million. As a result the Monticello Avenue/Ironbound Road Intersection project will be fully funded by FY05, and the JCC portion of the Eastern Section of the Rt. 60 Relocated project will be fully funded by FY07. The full funding of the Rt. 60 project in JCC will allow VDOT to complete PE and right of way acquisition for the entire Eastern Section, and protect all of the right of way until funds for construction of the Newport News portion can be obtained.
4. Route 5/Greensprings Road Open Space Protection. County staff completed a lengthy process with VDOT to reimburse the County for acquisition of a parcel for open space at the Route 5/Greensprings Road intersection. VDOT, using a Federal Scenic Byway grant, reimbursed the County a total of \$580,950, allowing the money to be rolled back into the open space program for other acquisitions. In doing so, the County recovered all but five percent of the original purchase price and guaranteed the permanent preservation of the site.
5. New Planner. We are excited to welcome our newest planner, Ellen Cook, to the Division. Ellen is a native of Davenport, Iowa and attended Williams College where she graduated in 2000 with a degree in Biology. Ellen received her Masters degree from Cardiff University, Wales, UK in Planning and Environmental Policy. Her Master's thesis included work with an Economic Regeneration officer in Torfaen County Council in Wales, developing ways to track and assess economic and social indicators. She has worked as an educator, been employed by a Sustainable Agriculture Policy Center, and served as an intern to a Recreation Planner in the U.S. Forest Service.
6. Upcoming Cases. New cases that are tentatively scheduled for the October 6th, Planning Commission meeting include:

CASE No. Z-7-03. Governor's Grove. Mr. Eric Nielson has applied on behalf of National Housing Corporation to rezone approximately 23.44 acres from R-8, Rural Residential, to MU, Mixed Use, with proffers. The request seeks to develop 275 multi-family/attached units. The property is divided by John Tyler Highway and generally located at **4310 & 4360 John Tyler Highway and 3181 & 3191**

Ironbound Road. The property is further designated as Parcel (1-14) and (1-37) on James City County Tax Map (46-2) and Parcel (1-35) and (1-36) on James City County Tax Map (47-1). The Comprehensive Plan designates this site as Moderate Density Residential. Recommended uses on property designated for Moderate Density Residential include townhouses, apartments, and attached cluster housing, with a minimum density of 4 dwelling units per acre, up to a maximum of 12 units per acre, depending on the character and density of surrounding development. The development proposes an overall density of 11.7 units per acre.

CASE No. MP-7-03. Olde Towne Timeshare. Mr. Richard A. Costello of AES Consulting Engineers is applying on behalf of Heritage Resorts, Inc. to amend a previously approved special use permit (JCC Case No. SUP-18-99, Olde Towne Road Timeshares). The original SUP permitted a development of 365 timeshare units in a residential cluster located on land zoned R-2, General Residential District, and further identified as Parcel Nos. (1-26), (1-26A), and (1-36) on James City County Real Estate Tax Map No. (32-4) and Parcel No. (1-30) on James City County Real Estate Tax Map No. (33-3). The amendment proposes the same number of timeshare units as the previously approved SUP, but makes some changes to the layout of the master plan requiring an SUP amendment. The major changes involved are as follows: approximately 25% of the proposed units have been changed to 2 bedroom condominiums (above/below units) while the rest will remain 4 bedroom townhouses, an indoor pool has been added to the clubhouse, a central collector road (with no units fronting on it) has been added, and the clusters of units have been arranged along the main road to represent the 13 original colonies. The project has also been renamed the "Colonies at Williamsburg".

O. Marvin Sowers, Jr.

*JAMES CITY COUNTY
PLANNING COMMISSION
ANNUAL REPORT*

FY 2002-2003

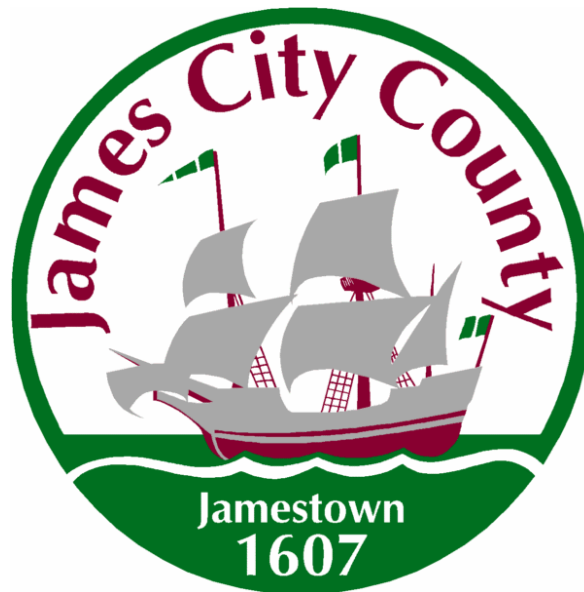


Table of Contents

Introduction	3
Message from Chairman of Planning Commission	4
Planning Commission Members and Planning Division Staff	5
Staff Development and Changes	7
Citizen Inquiries	8
Development Review	8
Major Projects	9
Major Cases (Rezoning)	14
Major Cases (Special Use Permits)	15
Major Cases (Site Plans)	16
Major Cases (Subdivisions)	18

Introduction

The James City County Board of Supervisors appoints the Planning Commission to review cases and make recommendations regarding land use, transportation, public facilities and utilities. The Commission's main responsibilities include updating and overseeing implementation of the County's Comprehensive Plan, assessing the annual Capital Improvements Program, and reviewing development cases. The Commission also reviews all Subdivision and Zoning Ordinance changes.

The Planning Division provides staff support to the Planning Commission and its subcommittees: The Development Review Committee, which reviews major development cases; and the Policy Review Committee, which reviews specific planning related topics and makes recommendations to the Commission. Additionally, staff makes planning-related policy recommendations to the Planning Commission, administers and enforces the Zoning Ordinance, implements landscaping and bikeway projects, and acts as a liaison to a variety of other Board-appointed committees, community organizations and government entities.

The Virginia State Code requires the Planning Commission to prepare an annual report to the Board of Supervisors concerning its activities and the status of planning activities in the community. Planning Commission and staff activities primarily consist of major projects and development review. For the first time, a message from the Chairman of the Planning Commission introduces the report. These are followed by brief descriptions of each of the sitting Planning Commission members, as well as the Planning Division staff. The body of the report consists of summaries of the work of the Planning Commission and Division this year, including a list of major projects and major cases dealt with and/or approved.

MESSAGE FROM PLANNING COMMISSION CHAIRMAN



The year has been an active, fulfilling one for the James City County Planning Commission. Active in that during this time, the flow of cases to be publicly heard, considered, and forwarded to our elected Board has remained brisk, while simultaneously, the Comprehensive Plan revision process, which occurs every five years, has been launched and advanced for evaluation, citizen input, enhancement, and approval. This supplemental endeavor, encouraging and yielding a broad cross section of individual and collective interests, has been fulfilling because of its participatory, inclusive process. Its ultimate measure - - and indeed that of any matter that comes before us - - is the finished product and ways in which it distinguishes us as we honor our shared past and diligently consider our County's future.

A. Joe Poole, III

8 September 2003

PLANNING COMMISSION MEMBERS AND PLANNING DIVISION STAFF



A. Joe Poole III, Chairman (At-large) Originally from North Carolina, Joe has lived in James City County since 1992 and has served on the Planning Commission since 1995. Joe received his Bachelor's degree in Architecture and Environmental Design from N.C. State University and is currently Director of Major Gifts for the Colonial Williamsburg Foundation. He serves on the Development Review Committee, Policy Committee, is Chairman of the Leadership Group, and was a member of the 2003 Comprehensive Plan Community Participation Team. Joe's second term on the Planning Commission expires on 1/31/05.



John Hagee (Roberts District Representative) John, originally from Wilmington, Delaware, has lived in James City County since 1976 and has served on the Planning Commission since 1989. He received his Bachelor's degree in Business Administration from the University of Delaware and was the General Manager of Real Estate Sales for Busch Properties, Inc. at Kingsmill until his recent retirement. John is chairman of the Development Review Committee and serves on the Leadership Group. He also served on the 2003 Comprehensive Plan Steering Committee. John's fourth term on the Planning Commission expires on 1/31/04.



Donald Hunt (Stonehouse District Representative) Don is a James City County native and has served on the Planning Commission since 1991. He received his Bachelor's degree in Horticulture from Virginia Tech and is the owner and operator of Hill Pleasant Farm, Inc., a fourth generation family business. In addition to the Planning Commission, he also serves on the Policy Committee and was a member of the 2003 Comprehensive Plan Community Participation Team. Don's fourth term on the Planning Commission expires on 1/31/07.



W. Wilford Kale, Jr. (Powhatan District Representative) Wilford, a native of Charlotte, North Carolina, has lived in James City County since 1962 and has served on the Planning Commission since 1998. He received his Bachelor's degree in History from Park College and is currently serving as the Senior Staff Advisor for the Virginia Marine Resources Commission where he has worked since 1984. He is chairman of the Policy Committee, serves on the Leadership Group, and was a member of the 2003 Comprehensive Plan Community Participation Team. Wilford's second term expires on 1/31/06.



Peggy Wildman, (Jamestown District Representative) Peggy moved to James City County from Northern Virginia in 1995. She received her Bachelor's degree in American Studies from Goucher College in Baltimore. She served on the Business/Industrial Zoning Ordinance Review Committee and was appointed to the Planning Commission in February 2000. She is a member of the Development Review Committee and served on the 2003 Comprehensive Plan Steering Committee. Peggy's second term on the Planning Commission expires on 1/31/04.



Joe McCleary, Vice-Chairman (Berkeley District Representative) Joe moved to James City County from the District of Columbia in 1994. He graduated with a Bachelor's degree in History from Tufts University and served 34 years as an officer in the U.S. Navy. Joe served on the Business/Industrial Zoning Ordinance Review Committee and on the Industrial Development Authority Research and Technology Task Force. He is a member of the Development Review Committee and the Policy Review Committee, and he served as Chair of the 2003 Comprehensive Plan Steering Committee. Joe's first term on the Planning Commission expires on 1/31/05.



George Billups (At-large) Mr. Billups was appointed to the James City County Planning Commission in February, 2002. He graduated from Virginia State College with a Bachelor of Science in the areas of Industrial Vocational Education and Science. He earned his Master's degree and Certificate of Advanced Studies from the State University of New York in the fields of Education and School Administration and Supervision. A retired high school principal and community activist, George has served on numerous local, state and federal boards which worked to create positive public policy and civil rights legislation. In addition to his service on the Planning Commission, George also currently sits on the Policy Review Committee and was a member of the 2003 Comprehensive Plan Steering Committee. Mr. Billups's first Planning Commission term expires on 1/31/06.

Planning Division Staff

Management Staff: Marvin Sowers has been Planning Director of James City County since 1987. Don Davis has been Principal Planner for Comprehensive Planning since 1989. Allen Murphy, Zoning Administrator/Principal Planner for Current Planning joined the James City County staff in 1979. Combined, these three have more than 65 years of professional planning experience with almost 55 of those years as planners with James City County.

Professional Planning Staff: Tammy Rosario, Senior Planner, joined the staff in 1995 and now works as a part-time Senior Planner. Chris Johnson, Senior Planner, joined the staff in 1997 and was promoted to Senior Planner in 2001. Karen Drake, Senior Planner, joined the staff in 2000 and became a senior planner in 2002. Lee Schnappinger, Senior Planner/Landscape Architect, joined the staff in 1999 and is the staff's only landscape architect. David Anderson, Planner, joined the staff in 2001. Matt Arcieri, Planner, joined the staff in 2000 and was promoted to Planner in 2002. Sarah Weisiger, Planner, joined the staff in 2002. Ellen Cook, Planner, joined the staff in August of 2003, filling a newly created position.

Zoning Officers: Christy Parrish began working for the County in 1993 and John Rogerson in 2000. They were both promoted to the position of Zoning Officer in 2001. Melissa Brown joined the staff as a Zoning Officer in January of 2003.

Front Desk: Trey Davis, Development Management Assistant, joined the staff in August of 2002. Patrick Foltz began work as an intern in September of 2002, and was promoted to Development Management Assistant in January of 2003. Toya Ricks began working for the County in 2002 and became the Administrative Services Coordinator for the Planning Division in June of 2003.

Interns: Matt Townsend joined the staff in December of 2002 to help with the Steering Committee and other tasks associated with the 2003 Comprehensive Plan. Other interns during this fiscal year, both volunteer and paid, include: Tim Marlowe, Tom Howard, Adanna Davis, Josiah Leonard, Karen Anderson, and Julie Sizemore.

Staff Development and Changes

Staff development continues to remain a high priority for both the Planning staff and the Planning Commission. Staff and commission members take various courses throughout each year. The Planning Division cross-trains its staff so that current and comprehensive planners are assigned current planning cases such as rezonings, special use permits, site plans and subdivisions. Current planners also assist in comprehensive planning activities such as the review and preparation of the Comprehensive Plan.

Over the course of fiscal year 2002-2003, the Planning Division had members participate in a variety of continuing education programs. Some of the training courses/seminars and conferences that the staff participated in this past year were: American Planning Association Conference, Virginia Chapter of the American Planning Association Conference, Virginia Association of Zoning Officers Conference, William and Mary Meaningful Internship Training, Virginia Chapter of the American Society of Landscape Architects Conference, Railvolution 2002 Conference, Management Courses, Fred Pryor Financial Seminar, 2000 U.S. Census Results Conference, ESRI (GIS) Training, and the Understanding Federal Statistics Conference.

In addition to development, staff underwent many changes this year. Two valuable Senior Planners, Jill Schmidle and Paul Holt left for employment elsewhere. Staff will sorely miss their presence and expertise. They were replaced by Sarah Weisiger, a graduate of University of Virginia with a Masters degree in Planning from Virginia Commonwealth University, and Matt Arcieri, a William and Mary graduate who previously held the positions of intern and Development Management Assistant in the division. An increasing workload, brought on by the County's growing population, necessitated the creation an additional planner position. Ellen Cook, a graduate of Williams College who obtained her Masters degree in Planning and Environmental Policy from Cardiff University in Wales, filled this position in August 2003.

The front desk has also seen many changes during FY03. Cynthia Grom, the Planning Division Administrative Services Coordinator departed halfway through the year. She was replaced by Toya Ricks, who has many years of experience working for the County government. Trey Davis, a graduate of Duke University, was hired as a Development Management Assistant, and following Matt Arcieri's promotion, Patrick Foltz, also a William and Mary graduate, joined the front desk team.

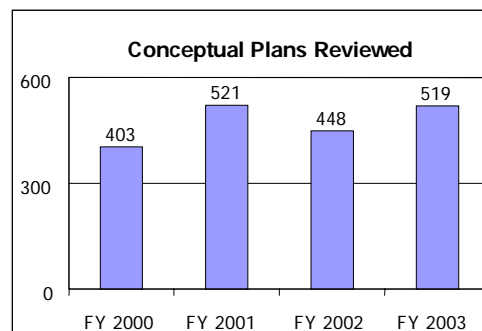
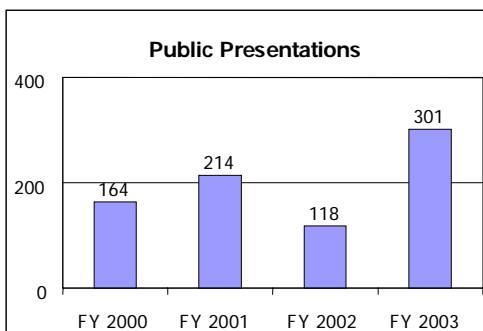
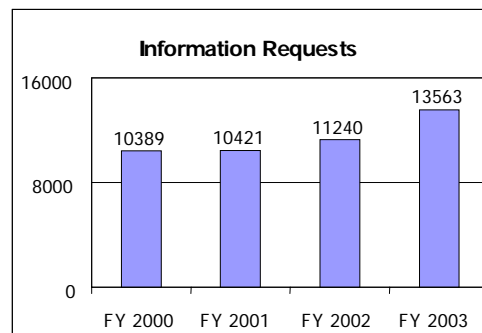
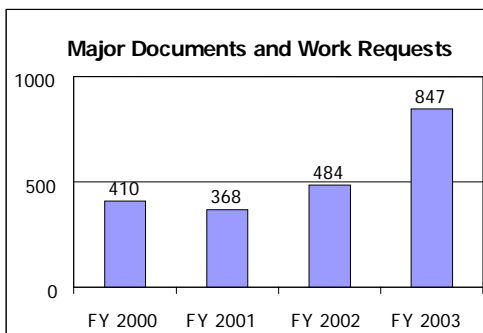
While all of the changes have been trying at times, the Planning Division continues to possess a staff that is extremely confident and effective.

Citizen Inquiries

The Planning Division responds to thousands of citizen inquiries each year. The long-range and current planning sections of the Division handle a variety of questions. The long-range planning section is responsible for citizens' inquiries regarding the Comprehensive Plan, development issues, population, census and housing estimates, land use, transportation and traffic issues. The number of inquiries directed to the long range planning section this year has increased substantially due to the Comprehensive Plan update process. The current planning section responds to citizens' inquiries regarding land development cases, zoning and subdivision ordinances, site plans, landscaping, development submittal requirements and general development in James City County. The administrative staff handles questions regarding the Planning Commission and Board of Supervisors meetings, application process, public hearing notices, development case status and other logistical and informational questions. These inquiries come from attorneys, architects, contractors, engineers, developers and citizens at large. A substantial amount of staff time is dedicated to providing this service to keep the public informed and to provide an additional outlet for citizen response and comment.

Development Review

Development review activities consist primarily of rezonings, special use permits, site plans, subdivisions, and conceptual plans. A list of major cases appears later in this report. In addition to regular development review, the Planning Division handles a variety of other activities. Some of the activities that Planning staff handles are shown graphically below while others are shown in later sections. Moreover, staff has the duty of constant review and, as necessary, updating documents such as the Zoning Ordinance to assist the Planning Commission, the Board of Supervisors, and citizens in development activities. The number of tasks taken on by the Planning staff dramatically increased during FY03 due in part to the Comprehensive Plan Update process.



MAJOR PROJECTS

Capital Improvements Program

Each year the Planning Commission reviews projects proposed by County agencies for inclusion in the capital improvements budget. In light of current fiscal restraints on the County, many projects have been temporarily given medium or no priority. Projects selected by the Planning Commission for the FY 2004 CIP that have a high priority are listed below.

- Water Quality Improvement
- Purchase of Development Rights
- District Park Sports Complex (DPSC)

In addition to the projects above, the Board of Supervisors, as part of the FY 2004 budget process, funded those listed below.

- Bikeways
- Road Improvements
- Underground Utilities
- VDOT Road Match

Primary Roads Priorities

The FY04 Primary Roads Priorities, outlining the County's funding priorities for primary road and interstate highway construction projects in 2004, was drafted by staff and presented to the James City County Board of Supervisors on March 25, 2003. The priorities include widening Route 199 at points where it consists of only two lanes, relocating portions of Route 60 East to serve the development of commercial and industrial areas, and proceeding with preliminary engineering for a Capital-to-Capital multi-use path. All of these initiatives are extensions of ongoing projects and were also listed as priorities in the FY03 Primary Roads Plan.

Capital-to-Capital Multi-Use Path

As a participant on the Virginia Department of Transportation's Citizens Advisory Committee, Planning staff continues to work cooperatively with consultants and VDOT to study bikeway alternatives that would link Colonial Williamsburg and the City of Richmond. The Capital-to-Capital project proposes a combination bikeway and pedestrian facility linking the two cities along the Route 5 corridor. A feasibility study has been completed and preliminary engineering work is funded and ready to be undertaken.

Route 199 Improvements

In October of 2002 VDOT signed a comprehensive agreement utilizing the Public Private Transportation Act of 1995 to complete vital improvements to the Jamestown Corridor, with emphasis on the widening of Route 199. Planning staff reviewed preliminary and revised site plans for the project and in December 2002 received plans for sound walls along the route near Williamsburg Landing. Construction began along Route 199 in early summer of 2003. VDOT will also be undertaking a project aimed at decreasing congestion at the intersection of Route 199 and Jamestown

Road. County and City staff continued to work with business owners to address access issues. A public meeting was held in February to provide an update on both projects.

Light Rail Project

County and City of Williamsburg staff met with Hampton Roads Transit to discuss the status of the proposed Light Rail Project. A study was conducted by Hampton Roads Transit to determine the feasibility of using the CSX railway from Williamsburg to Hampton for commuting and tourism purposes. In February 2003 the results of the study were presented to the James City County Board of Supervisors, who subsequently approved further study and planning of the project. A first phase segment currently under HRT evaluation will not extend to James City County or Williamsburg. The County and City Planning Divisions continue to work with HRT on this project.

Bikeway and Pedestrian Improvements

Construction of the last segment of Centerville Road bikeway was completed. This last section, which is between Jolly Pond road and Longhill Road was financed by federal funds obtained by the Planning Division. The other sections were constructed when the road was widened. Federal funds for facilities along Ironbound Road, Sandy Bay Road, and Longhill Road have also been obtained and design is underway.

Traffic Counts

A private firm was contracted to conduct the County's annual traffic count program in Spring 2003. These counts allow staff to better analyze and evaluate future commercial, residential, industrial, and transportation development in the County. This year's traffic counts demonstrate that in general new road improvements such as Monticello Avenue, Route 199 Extension, and Grove Interchange continue to draw traffic away from some of the secondary roads. However, volumes remain high in several areas such as portions of Route 5, Ironbound Road, and Longhill Road.

New Town

The New Town Development Review Board (DRB), assisted by staff, continued to review proposed developments in New Town. Early in FY2003, the DRB reviewed and approved the layout for Windsor Meade Way. A two-story 5,000 square foot restaurant and entertainment building proposed by The Corner Pocket was also approved. Later in the year the DRB approved the Prudential-McCardle Realty building. Projects also under review include the William E. Wood building, the Kniest/Hopke bank and office building, New Town Streetscapes, and conceptual designs for a number of residential blocks. The DRB also undertook policy issues pertaining to New Town, such as methods for reviewing site plan amendments and town signage. Construction is nearing completion on the Suntrust Bank building and the Corner Pocket Building is now open.

Historical Commission

The Planning Division has administrative responsibility for the Historical Commission. Responsibilities include taking minutes, preparing the budget, and assisting with projects such as “Oral Histories”. Currently, staff is assisting with the relocation of the Norge Depot to the James City County Library site.

Architectural Assessment Project

In 2001, Planning Division staff received a \$25,000 matching grant from the Virginia Department of Historic Resources (VDHR) to survey the County’s architectural resources. A consultant has completed a field study for the project and provided documentation, analysis, and recommendations to the Planning Division. Staff has forwarded all information to the County Historical Commission for consideration. Staff and the Planning Commission will use the results of the survey in the formation of future development policy. This information will also be forwarded back to VDHR, which is in the process of preparing an application for the designation of Norge as a National Historic District.

Neighborhood Connections

The Planning Division participated in the Neighborhood Connections program during FY2003 by providing two volunteer facilitators to work with the neighborhoods of Stonehouse and Scott’s Pond. The facilitators attended the monthly homeowners’ association meetings and assisted the residents in organizing active civic associations and acting on issues important to them. Issues dealt with this year include growth and expansion, increased construction in the neighborhoods, and ensuring the smooth and fair transition of neighborhood common grounds from developer control to control by the homeowners’ association. One volunteer is participating on the Neighborhood Connections Volunteer Committee, which is working to aid all neighborhoods in the transition from developer-owned to neighborhood-owned property. Staff is also working on plans to celebrate the tenth anniversary of the Neighborhood Connections program.

Landscaping

County staff designed and installed street trees and foundation planting in front of the James City County/Williamsburg Courthouse. Staff also completed a landscape design for a bioretention project at the Courthouse, which will serve as an example to developers looking for onsite stormwater treatment alternatives. The County has carefully maintained the area along Route 199 by hiring a contractor to replace lost plant material along the road. Staff designed and installed a supplemental shrub-planting plan intended to reduce maintenance along the banks of the Storm Management Facility at the corner of Route 199 and Route 5. Staff continued planting along the Chickahominy Riverfront Park road frontage in cooperation with Parks and Recreation. This planting is designed to screen areas of storage and enhance the edge of the park. Additionally, Planning staff designed a configuration for an Ironbound Road Bikeway Connector and associated buffers adjacent to Monticello Avenue in anticipation of reuse of residual VDOT right-of-way.

Open Space

The Planning Division maintains a master inventory of sensitive parcels for potential open space acquisition and participates in site acquisition. The list includes general open space, timber buffers, and parcels recommended for protection as part of the Powhatan Creek Watershed Management Plan. Recommendations from the upcoming Yarmouth Creek watershed study will be integrated into this inventory. In January of 2003, the Board of Supervisors approved the use of Open Space funds for the purchase of a 13 acre property adjacent to the new Groundwater Treatment plant in order to further protect the Powhatan Creek watershed. As a joint project with the Williamsburg Land Conservancy and a citizens group, a one hundred foot wide timber buffer approximately 1.5 miles in length was purchased along Route 5 near Governor's Land for the purpose of hiding recent timbering from the view of the road. In another joint open space venture, VDOT reimbursed the County for 90% of the appraised value of an eight acre parcel located on the southeast corner of John Tyler Highway/Greensprings Road intersection. The property was purchased by the County in 1999 for the purpose of maintaining natural open space.

Purchase of Development Rights (PDR)

The PDR program, which compensates landowners for protecting the cultural and natural resources of their property, was created by the Planning Division and formally established by the County Board of Supervisors during FY01. The process is entirely voluntary and 14 landowners applied to the program during FY03, its second year of operation. Because the County does not have the financial resources to purchase all the properties, the applications were ranked in order of priority using criteria such as property size, proximity to a river, and presence of rare or endangered species. To date, easements on three properties of high importance along Diascund Road and Forge Road have been purchased. The properties have a total area of 199 acres and had a total cost of \$852,000. The Board of Supervisors also approved an easement on 167 acres along Friendship Drive, but the action has not been finalized.

Comprehensive Plan

The Comprehensive Plan update process officially started in July of 2002. However, preparation for the update began long before the official process began. The 2000 US Census provided a plethora of demographic information, which was used to chart a course for the 2003 Comprehensive Plan. The results of the 2001 Citizen Survey, conducted by Virginia Tech, also aided the process by highlighting areas of citizen concern.

The update formally began in July with meetings of the Citizen Participation Team (CPT), formed to encourage and facilitate public participation in the Comprehensive Plan process. The CPT used a multimedia promotion campaign to advertise public meetings, hearings, and other opportunities for citizen input. Listening Stations and Community Conversations were two of the largest CPT initiatives, but citizens could also make their voices heard on the County website, with mail-in comment cards, and during public comment periods at meetings of the Steering Committee, Planning Commission, and Board of Supervisors. Planning division staff and members of the CPT received the Public Awareness Award from the Virginia chapter of the American Planning Association in recognition of these efforts.

Planning Division staff drafted a Comprehensive plan composed of nine sections dealing with issues important to the community, which are as follows: Population, Youth, Economic Development, Public

Facilities, Environment, Parks and Recreation, Transportation, Housing, and Land Use. Each section contains the following information about an issue:

- Demographic Information
- New Developments within the County
- Citizen Commentary
- Present and Foreseeable Challenges
- Goals, Strategies and Actions for Overcoming Challenges and Maintaining High Standards

Much of each section is a summary of the larger Technical Report on that issue. Written by staff and a consultant team, the 1,000 plus page technical document provides the foundation of the final plan. Additionally, with information taken from the U.S. Census, the Planning Division compiled 2003 Comprehensive Plan Factbooks, containing pertinent demographic information about an issue.

The Planning Division reviewed fifteen applications from owners requesting a change of Land Use designation on their property, as well as eleven staff-initiated suggestions for LU designation change. Staff was consistent in recommending against expansion of the PSA. Staff worked to ensure that the policies and recommendations in all sections of this Comprehensive Plan are consistent with those in the 1997 plan and attempted to reflect majority citizen desires gathered by the CPT.

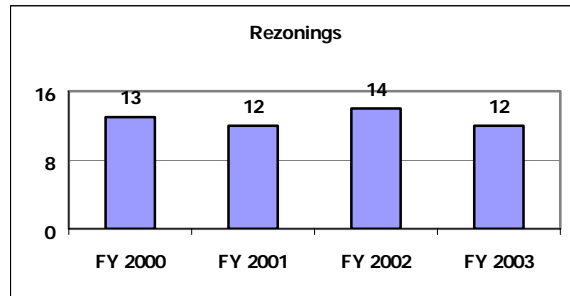
The Steering Committee (SC) was the initial plan review body in the 2003 Comprehensive Plan update process. They met weekly from November, 2002 to May, 2003 to review, edit, and analyze the Plan. A member of the CPT regularly briefed the Committee on issues of citizen concern gathered during the public input process, and citizens were encouraged to speak at the public comment periods at the beginning and end of SC meetings. Community and special interest groups attended the meetings and provided input. The SC amended the draft plan prepared by staff, and on May 28th unanimously voted to approve the 2003 Comprehensive Plan and forward it to the Planning Commission.

The Planning Commission held two joint worksessions with the Board of Supervisors in order to review the Comprehensive Plan. On July 14th 2003, the Planning Commission, after a public comment session, approved the plan unanimously. The Board of Supervisors held two additional worksessions, made changes to the Comprehensive Plan in the form of an Errata sheet, and approved it unanimously on August 12th.

Development Potential Analysis

In 2002 a consultant was hired to assist a community and Planning Commission-based committee in updating the Development Potential Analysis (DPA) study. Staff, the consultant, and the DPA committee (composed of citizens representing various interest groups in the community, including developers and homebuilders) reached a consensus that the 2002 DPA methodology should focus on three topics: existing residential development within the PSA, the number of approved residential units yet to be constructed within the PSA, and the residential development of vacant land within the PSA or designated for residential use through the 1997 Comprehensive Plan. The consultant's report, presented to the Board of Supervisors and Planning Commission in September and October of 2002, demonstrated that within the Primary Service Area there is still the potential for the development of 19,200 – 20,500 dwelling units.

Major Cases – Rezoning



Z-04-02

Location:
Rezoning:
District:

U.S. Homes Boy Scout Property Rezoning

Jolly Pond Road
A-1 – MU/A-1
Powhatan

PC: Deferred – 12/2/02
BOS:

Z-05-02

Location:
Rezoning:
District:

Longhill Grove Apartments

Centerville Road
LB – R-5
Powhatan

PC: Approved – 1/13/03
BOS: Approved – 2/11/03

Z-02-03

Location:
Rezoning:
District:

Hidden Property Proffer Amendment

Monticello Avenue
PUDR – PUDR
Berkeley

PC: Approved – 6/2/03
BOS: Approved – 7/8/03

Z-03-03

Location:
Rezoning:
District:

Pocahontas Square

Pocahontas Trail
LB – R-5
Roberts

PC: Approved – 7/14/03
BOS: Approved – 8/12/03

Z-05-03

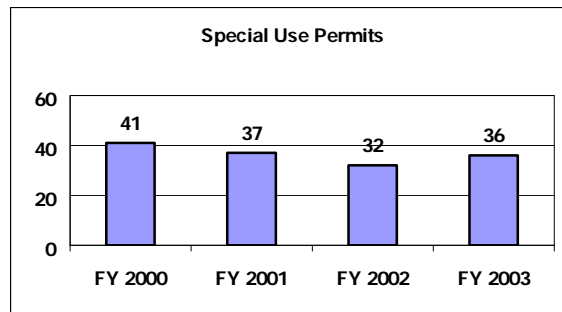
Location;
Rezoning:
District:

Windsor Meade Marketplace

Old News Road
R-8 – MU
Powhatan

PC: Pending
BOS:

Major Cases – Special Use Permits



SUP-17-02

Accessory Apartment – Gatehouse Farms

Location:	Smoke House Lane	PC:	Approved – 11/4/02
Zoning:	R-1	BOS:	Denied – 12/10/02
District:	Jamestown		

SUP-21-02

Jamestown Island Expansion

Location:	Jamestown Island	PC:	Approved – 1/13/03
Zoning:	R-8	BOS:	Approved – 2/11/03
District:	Jamestown		

SUP-02-03

Hankins Industrial Park Ready Mix Concrete Plant

Location:	Industrial Boulevard	PC:	Approved – 4/7/03
Zoning:	M-2	BOS:	Approved – 5/13/03
District:	Stonehouse		

SUP-09-03

York River Competition Park

Location:	Ware Creek Road	PC:	Withdrawn – 4/7/03
Zoning:	A-1	BOS:	
District:	Stonehouse		

SUP-10-03

Leighton-Herrmann Family Subdivision

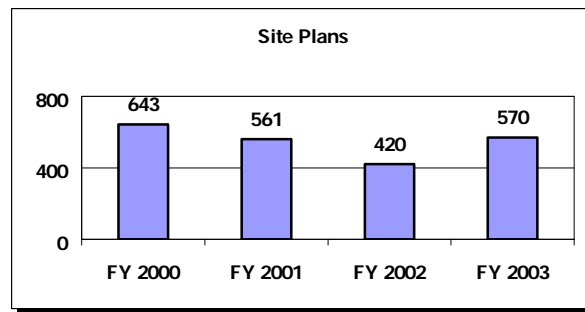
Location:	Skillman Drive	PC:	
Zoning:	A-1	BOS:	Withdrawn – 6/10/03
District:	Stonehouse		

SUP-11-03

AJC Woodworks

Location:	Richmond Road	PC:	Approved – 6/2/03
Zoning:	A-1	BOS:	Approved – 7/8/03
District:	Stonehouse		

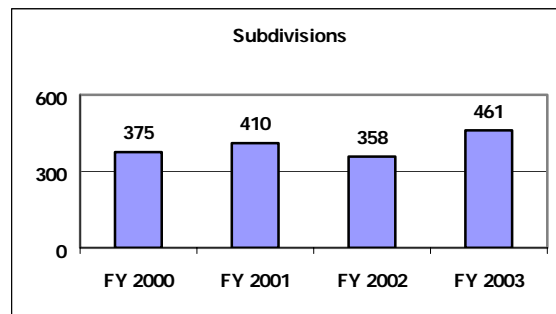
Major Cases – Site Plans



SP-95-02	Faith Fellowship Assembly of God		
Location:	Rochambeau Drive	Preliminary:	9/9/02
Zoning:	B-1	Final:	1/31/03
District:	Stonehouse		
SP-105-02	Kristiansand Sewer Extension		
Location:	Viking Rd., Troll's Path, Nina Lane	Preliminary:	10/2/02
Zoning:	R-2	Final:	12/4/02
District:	Stonehouse		
SP-110-02	Ewell Station –Ph. 2		
Location:	Richmond Road	Preliminary:	10/7/02
Zoning:	B-1	Final:	Pending
District:	Berkeley		
SP-119-02	Williamsburg West & Country Club Drive Improvements		
Location:	Williamsburg West & Country Club Drive	Preliminary:	11/4/02
		Final:	3/3/03
Zoning:	R-4		
District:	Powhatan		
SP-126-02	Christmas Mouse Warehouse and Distribution Center		
Location:	Commerce Boulevard	Preliminary:	11/24/02
Zoning:	M-2	Final:	2/3/03
District:	Roberts		
SP-139-02	New Town – Corner Pocket		
Location:	Courthouse Street	Preliminary:	3/3/03
Zoning:	MU	Final:	3/28/03
District:	Berkeley		
SP-05-03	Hankins Farm Water and Sewer Extension		
Location:	Rochambeau Drive	Preliminary:	5/27/03
Zoning:	A-1	Final:	Pending
District:	Stonehouse		

SP-20-03	Jolly Pond Veterinary Hospital	
Location:	Centerville Road	Preliminary: 6/30/03
Zoning:	LB	Final: Pending
District:	Powhatan	
SP-44-03	Longhill Grove Apartments	
Location:	Centerville Road	Preliminary: 6/2/03
Zoning:	R-5	Final: 8/7/03
District:	Powhatan	
SP-50-03	Williamsburg-Jamestown Airport T-Hanger & Parking Exp.	
Location:	Marclay Road	Preliminary: 7/29/03
Zoning:	R-8	Final: Pending
District:	Roberts	
SP-57-03	New Town – William E. Wood Building	
Location:	Monticello Avenue	Preliminary: 5/29/03
Zoning:	MU	Final: 7/29/03
District:	Berkeley	
SP-62-03	Patriot's Colony, Alzheimer Unit Addition	
Location:	John Tyler Highway	Preliminary: 7/3/03
Zoning:	R-4	Final: Pending
District:	Berkeley	
SP-65-03	Historic Jamestown Collection Building	
Location:	Jamestown Island	Preliminary: Pending
Zoning:	R-8	Final:
District:	Jamestown	
SP-82-03	Williamsburg Winery – Gabriel Archer Tavern	
Location:	Wessex Hundred	Preliminary: Pending
Zoning:	R-8	Final:
District:	Roberts	
SP-88-03	Marketplace Shoppes Phase 4	
Location:	Ironbound Road	Preliminary: Pending
Zoning:	R-4	Final:
District:	Berkeley	

Major Cases – Subdivisions



S-67-02	Powhatan Secondary Ph. 6-B (40 Lots)		
Location:	Old News Road & Powhatan Parkway	Preliminary:	
		Final:	12/10/02
Zoning:	R-4		
District:	Powhatan		
S-73-02	Colonial Heritage, Ph. 1, Sections 3 & 3A (61 Lots)		
Location:	Richmond Road	Preliminary:	12/2/02
Zoning:	MU	Final:	Pending
District:	Stonehouse		
S-81-02	Scott's Pond Section 2 (97 Lots)		
Location:	Scott's Pond Drive	Preliminary:	10/7/02
Zoning:	R-2	Final:	2/20/03
District:	Powhatan		
S-89-02	Powhatan Woods Ph. 2 (22 Lots)		
Location:	South Benjamin Howell Street	Preliminary:	
Zoning:	R-4	Final:	9/30/02
District:	Berkeley		
S-94-02	Powhatan Secondary Ph. 7-C (32 Lots)		
Location:	News Road	Preliminary:	12/30/02
Zoning:	R-4	Final:	Pending
District:	Powhatan		
S-95-02	Powhatan Secondary Ph. 7-B (13 Lots)		
Location:	News Road	Preliminary:	12/2/02
Zoning:	R-4	Final:	3/7/03
District:	Powhatan		
S-108-02	Scott's Pond, Section 3 (86 Lots)		
Location:	Scott's Pond Drive	Preliminary:	1/13/03
Zoning:	R-2	Final:	Pending
District:	Powhatan		

S-112-02	Kensington Woods (40 Lots)		
Location:	Lake Powell Road	Preliminary:	2/6/03
Zoning:	R-2	Final:	Pending
District:	Jamestown		
S-113-02	Martin Farm Estates (5 Lots)		
Location:	Forge Road	Preliminary:	
Zoning:	A-1	Final:	7/16/03
District:	Stonehouse		
S-06-03	Monticello Woods Lots 19-30 and 39-40 (28 Lots)		
Location:	Monticello Avenue	Preliminary:	2/27/03
Zoning:	PUD	Final:	3/31/03
District:	Berkeley		
S-17-03	Lake Powell Forest Ph. 5 (17 Lots)		
Location:	Queen Bishop Lane	Preliminary:	4/11/03
Zoning:	R-1	Final:	5/28/03
District:	Jamestown		
S-19-03	Lake Powell Pointe Ph. 4 (20 Lots)		
Location:	Hillside Way	Preliminary:	
Zoning:	R-1	Final:	7/2/03
District:	Jamestown		
S-29-03	Wexford Hills Ph. 3B (12 Lots)		
Location:	Wrenfield Drive	Preliminary:	Pending
Zoning:	A-1	Final:	
District:	Stonehouse		
S-33-03	Fenwick Hills, Section 2 (40 Lots)		
Location:	Stonehouse	Preliminary:	Pending
Zoning:	R-2	Final:	
District:	Stonehouse		
S-44-03	Fenwick Hills, Section 3 (49 Lots)		
Location:	Frederick Drive	Preliminary:	6/25/03
Zoning:	R-2	Final:	Pending
District:	Stonehouse		
S-51-03	The Villages at Powhatan, Ph. 5 (20 Lots)		
Location:	News Road	Preliminary:	7/7/03
Zoning:	R-4	Final:	Pending
District:	Powhatan		

S-55-03	Colonial Heritage Ph. 1, Section 5 (84 Lots)		
Location:	Richmond Road	Preliminary:	8/4/03
Zoning:	MU	Final:	Pending
District:	Stonehouse		

S-56-03	Colonial Heritage Ph. 1, Section 4 (53 Lots)		
Location:	Richmond Road	Preliminary:	Pending
Zoning:	MU	Final:	
District:	Stonehouse		