

A G E N D A
JAMES CITY COUNTY PLANNING COMMISSION
NOVEMBER 1, 2004 - 7:00 p.m.

1. ROLL CALL
2. MINUTES
 - A. October 4, 2004 Regular Meeting
3. COMMITTEE AND COMMISSION REPORTS
 - A. Development Review Committee (DRC) Report
 - B. Other Committee Reports
4. PUBLIC HEARINGS
 - A. Z-11-03 / MP-11-03 Stonehouse Modifications
 - B. Z-6-04 / MP-06-04 Lightfoot Mixed Use
 - C. Z-10-04 112 Ingram Road Rezoning
 - D. SUP-23-04 Action Park of Williamsburg
 - E. SUP-25-04 Baylands Federal Credit Union
 - F. Z-7-03 / MP-8-03 Governor's Grove
 - G. Z-3-04 / Z-4-02 / MP-1-02 U.S. Homes – Boy Scout Expansion
SUP-21-04 U.S. Home Boy Scout Rural Cluster
5. PLANNING COMMISSION CONSIDERATION
 - A. INITIATING RESOLUTIONS – MIXED USE AND ZONING ORDINANCE AMENDMENTS
 - B. ANNUAL REPORT
6. PLANNING DIRECTOR'S REPORT
7. ADJOURNMENT

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

1. ROLL CALL
A. Joe Poole, III
George Billups
Jack Fraley
Wilford Kale
Donald Hunt

ALSO PRESENT
Mike Drewry, Assistant County Attorney
Don Davis, Principal Planner
Ellen Cook, Planner
Pat Foltz, Development Management Assistant

ABSENT
Joe McCleary
Peggy Wildman

2. MINUTES

Mr. Fraley moved to approve the minutes for September.

Mr. Hunt seconded the motion.

The commission approved the minutes for the September meeting with a unanimous voice vote.

3. COMMITTEE AND COMMISSION REPORT

A. DEVELOPMENT REVIEW COMMITTEE (DRC)

Mr. Hunt presented the DRC report. The DRC reviewed two cases at its 9/28 meeting. For the first, C-111-04, St. Bede's Rectory Addition, the DRC found the proposal consistent with the master plan for St. Bede's church and recommended approval. For the second case, SP-098-04, Warhill Green, the DRC recommended approval.

Mr. Poole asked for more information about the Warhill Green plan.

Mr. Hunt responded that all of the issues with that plan had been addressed by the applicant and the DRC approved it on the grounds that those conditions had been met.

Mr. Kale moved approval.

Mr. Billups seconded the motion.

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

4. PUBLIC HEARINGS

A. Z-11-03/MP-011-03 Stonehouse Modifications

Ms. Ellen Cook presented the request for deferral. The applicant, Mr. Alvin Anderson of Kaufman and Canoles, requested deferral to the October Planning Commission to allow more time to resolve outstanding issues. Staff concurred with the request.

Mr. Kale asked if there was any indication how ready the case was to come back to the planning commission.

Ms. Cook responded that the applicant had been working on traffic issues.

Mr. Poole opened the public hearing.

Seeing no speakers, Mr. Poole deferred the case to the November meeting.

B. CASE NO. Z-07-03/MP-08-03 Governor's Grove

Ms. Cook presented the deferral request. Mr. Eric Nielson has applied on behalf of National Housing Corporation to rezone approximately 23.26 acres from R-8, Rural Residential and B-1, General Business, to MU, Mixed Use, with proffers. The request seeks to develop 216 multi-family units on the 14.93 acres of property north of John Tyler Highway and 30,000 square feet of commercial/office space on the 2 acres of property accessed off of Ironbound Road. Approximately 6.33 acres of property to the south of John Tyler Highway would be preserved as open space. The applicant requested deferral in order to resolve outstanding issues.

Mr. Poole opened the public hearing.

Seeing no speakers, Mr. Poole deferred the case to the November meeting.

C. CASE NO. SUP-24-04 Basketville of Williamsburg

Ms. Cook presented the staff report. Mr. Richard Costello of AES Consulting Engineers has applied on behalf of Basketville of Williamsburg, Inc. for a Special Use Permit to construct a 7,200 square foot addition to the existing 7,800 square foot building at 7761 Richmond Road. The property is zoned B-1, General Business District and can be further identified as Parcel (1-45) on James City Real Estate Tax Map (12-4). The 2003 Comprehensive Plan Land Use Map designates this property as Mixed Use, with the principal suggested uses of moderate density residential development, neighborhood-scale commercial establishments, and small office developments. Staff recommended approval of the application.

Mr. Poole opened the public hearing.

Mr. Costello, the applicant, introduced himself and Mr. Chris Basic, also of AES Consulting Engineers.

Mr. Kale asked Mr. Costello to which side of the property would the addition be located.

Mr. Costello indicated on a site drawing the position of the new addition.

Seeing no speakers, Mr. Poole closed the public hearing.

Mr. Fraley motioned to approve the case.

Mr. Hunt seconded the motion.

Mr. Poole stated that he fully supported the application and appreciated the applicant's intention to preserve existing landscaping.

The Planning Commission approved the application by a vote of 5-0. AYE: (5) Poole, Fraley, Hunt, Kale, Billups. NAY: (0). NOT PRESENT: Wildman, McCleary.

D. CASE NO. Z-10-04 112 Ingram Road

Ms. Cook presented the staff report. Mr. Scott Evans of Scott Evans Contracting, Inc. has applied to rezone approximately 0.37 acres located at 112 Ingram Road from R-8, Rural Residential, to B-1, General Business, for the placement of a 4-unit, 3,831-square-foot office building. This building would replace an existing structure located behind Five Forks Shopping Center. The 2003 Comprehensive Plan Land Use Map designates this property as Mixed Use, with the principal suggested uses being limited to community-scale and neighborhood commercial and office uses. The property can be further identified as Parcel (1-23) on James City Real Estate Tax Map (47-1). The applicant requests deferral in order to resolve outstanding issues.

Mr. Billups asked if any of the adjacent residents had contacted the department with regard to the application.

Ms. Cook responded that, to her knowledge, there had been no negative responses.

Mr. Poole opened the public hearing.

Seeing no speakers, Mr. Poole deferred the case to the November meeting.

E. CASE NO. Z-06-04/MP-06-04 Lightfoot Mixed Use Area

Ms. Cook presented the deferral request. Mr. James Bennett of AES Engineering has applied to rezone approximately 52.0 acres of undeveloped land at 6601 Richmond Road from B-1, General Business with proffers, to MU, Mixed Use with proffers. The property is also known as parcel (1-35) on JCC Tax Map (24-3). Proposed uses include: commercial, wholesale and warehouse, and/or office uses along Richmond Road. Commercial space is proposed to be 141,000 square feet of floor area. Residential structures containing two to four dwelling units and/or more than four dwelling units are proposed to be located on private streets. A maximum of 244 dwelling units are proposed with a gross density of 6.3 units per acre. The property is designated as Mixed Use Area on the Comprehensive Plan Land Use Map. The principal suggested uses in the Mixed Use Area are moderate density housing, commercial developments and office developments. The applicant requests deferral of the case in order to resolve outstanding issues.

Mr. Fraley asked staff to check the density figures on the third page.

Mr. Billups asked if the density figures were high or low for this type of development.

Mr. Poole opened the public hearing.

Mr. Costello responded to Mr. Billups' question, stating that the density figure was within of the Comprehensive Plan's definition of 12 units per acre.

Mr. Poole stated that he hoped the applicant was exploring proffer possibilities and expressed reservation regarding the burden residential growth puts on the schools.

Mr. Fraley concurred with Mr. Poole over the burden on the school system and asked for clarification on the triggers included in the traffic study. He expressed his desire to see the area developed.

Mr. Hunt asked if this plan would include a left-hand turn lane.

Mr. Kale stated that turn improvements were indicated as necessary in the staff report and stated that he would like to see that addressed within the application.

Mr. Fraley responded that he would like to see clarification on factors triggering the traffic study and how that would dictate further traffic improvements.

Seeing no speakers, Mr. Poole deferred the case to the November meeting.

E. CASE No. Z-03-04, Z-04-02, MP-01-02, SUP-21-04 Colonial Virginia Council, Boy Scouts of America Proffer Amendment and Master Plan Amendment

Ms. Cook presented the deferral request. Mr. Gregory Davis has applied on behalf of U.S. Home Corporation and the Colonial Virginia Council, Boy Scouts of America, Inc., to rezone approximately 503 acres from A-1, General Agricultural, to A-1, General Agricultural with Proffers, and approximately 229 acres from A-1, General Agricultural, to MU, Mixed Use with Proffers to include the Boy Scouts of America, Inc. property into the previously approved Colonial Heritage at Williamsburg development with no increase in the number of residential units. The Boy Scout property is located at 499 Jolly Pond Road and can be further identified as Parcel No. (1-7) on JCC Real Estate Tax Map No. (22-4). The 229 acre portion of the Boy Scout property lying within the Primary Service Area (PSA) is designated Low Density Residential on the Comprehensive Plan Land Use Map. The 503 acre portion of the Boy Scout Property lying outside the PSA is designated Rural Lands on the Comprehensive Plan Land Use Map.

The applicant has applied on behalf of Colonial Heritage, LLC to rezone approximately 722 acres from MU, Mixed Use, with proffers, to MU, Mixed Use, with amended proffers. The purpose of the rezoning is to amend the proffers affecting the existing Colonial Heritage at Williamsburg development and Master Plan. The properties are located at 6175, 6799 and 6993 Richmond Road and can be further identified as Parcel No. (1-21) on JCC Real Estate Tax Map No. (23-4); Parcel No. (1-32) on Tax Map No. (24-3); and Parcel No. (1-11) on Tax Map No. (31-1). The properties are designated Low Density Residential, Moderate Density Residential, and Mixed Use on the Comprehensive Plan Land Use Map. Applicant requests deferral in order to resolve outstanding issues.

Mr. Poole opened the public hearing.

Seeing no speakers, Mr. Poole deferred the case to the November meeting.

6. PLANNING DIRECTOR'S REPORT

Mr. Don Davis presented the report. He highlighted the promotion of Trey Davis from technician to planner and the addition of Geoff Cripe to staff.

7. ADJOURNMENT

There being no further business, the October 4, 2004, meeting of the Planning Commission was recessed at approximately 7:30 p.m.

A. Joe Poole, III, Chairman

O. Marvin Sowers, Jr., Secretary

**JAMES CITY COUNTY
DEVELOPMENT REVIEW COMMITTEE REPORT**

FROM: 10/1/2004 THROUGH: 10/31/2004

I. SITE PLANS

A. PENDING PRELIMINARY APPROVAL

SP-087-01	The Vineyards, Ph. 3
SP-052-03	Kingsmill Access Ramp for Pool Access Bldg.
SP-063-03	District Park Sports Complex Parking Lot Expansion
SP-131-03	Colonial Heritage Ph. 2, Sec. 1
SP-132-03	Windy Hill Market Gas Pumps & Canopy SP Amend.
SP-006-04	Williamsburg Christian Retreat Center Amend.
SP-014-04	Action Park of Williamsburg Ride
SP-016-04	Richardson Office & Warehouse
SP-025-04	Carter's Cove Campground
SP-047-04	Villages at Westminster Drainage Improvements
SP-050-04	AJC Woodworks
SP-059-04	Norge Neighborhood
SP-067-04	Treyburn Drive Courtesy Review
SP-077-04	George Nice Adjacent Lot SP Amend.
SP-082-04	New Town - Sec. 2 & 4 Roadway Improvements
SP-090-04	Colonial Heritage Mass Grading
SP-093-04	Powhatan Plantation Ph. 9
SP-104-04	Williamsburg Community Chapel Second Entrance
SP-107-04	Noah's Ark Vet Hospital Conference Room
SP-108-04	Williamsburg Office Complex
SP-110-04	Christian Life Center Expansion Ph. 1
SP-113-04	Williamsburg Landing SP Amend.
SP-115-04	Williamsburg Crossing Construction Trailer
SP-116-04	The Station at Norge
SP-117-04	9393 Merrimac - Replacement Asphalt Control House
SP-118-04	Busch Gardens Oktoberfest Gift Shop Addition SPA
SP-119-04	3013 Tanglewood Cove
SP-121-04	Williamsburg Crossing - Parcel 23
SP-123-04	Lake Powell Telecommunications Tower Site
SP-124-04	J.W. Crossing, Ph. 2
SP-125-04	GreenMount Industrial Park Road Ph. 2
SP-126-04	New Town, Block 3

B. PENDING FINAL APPROVAL

	EXPIRE DATE
SP-056-03	Shell Building - James River Commerce Center
SP-086-03	Colonial Heritage Golf Course
SP-091-03	Colonial Heritage Ph. 1, Sec. 5
SP-108-03	Fieldstone Parkway Extension

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SP-116-03	Kingsmill - Armistead Point	11/19/2004
SP-136-03	GreenMount Industrial Park Road Ext. Ph. 1	3 /15/2005
SP-140-03	Pocahontas Square	3 /1 /2005
SP-141-03	Colonial Heritage - Ph. 2, Sec. 3	1 /12/2005
SP-145-03	Williamsburg National 13 Course Expansion	8 /13/2005
SP-150-03	WindsorMeade Marketplace	2 /3 /2005
SP-003-04	WindsorMeade Villas	3 /1 /2005
SP-004-04	WindsorMeade - Windsor Hall	3 /1 /2005
SP-005-04	WindsorMeade - Villa Entrance & Sewer Const.	3 /3 /2005
SP-023-04	Williamsburg Landing SP Amend.	4 /2 /2005
SP-027-04	Greensprings Condominiums SP Amend.	6 /7 /2005
SP-056-04	Michelle Point	7 /12/2005
SP-057-04	The Archaearium at Historic Jamestowne	6 /15/2005
SP-064-04	Eckerd's at Powhatan Secondary	6 /17/2005
SP-070-04	Godspeed Animal Care	7 /13/2005
SP-079-04	Norge Railway Station	7 /23/2005
SP-088-04	Wal-Mart Distribution Center - Ph. 3	7 /29/2005
SP-092-04	Columbia Drive Waterline Extension	8 /18/2005
SP-096-04	First Colony Subdivision Clubhouse	9 /2 /2005
SP-098-04	Warhill Green	10/4 /2005
SP-106-04	Anderson's Corner Sewer + Water Ext.	10/15/2005
SP-112-04	Wythe-Will Distribution Center Landscaping Amend.	10/21/2005
SP-114-04	Busch Gardens - Wolf/Eagle Exhibit	10/19/2005

C. FINAL APPROVAL

DATE

SP-092-03	Ford's Colony - Westbury Park, Recreation Area #2	10/8 /2004
SP-138-03	New Town - Prudential-McCardle Office Building	10/25/2004
SP-017-04	Settlement at Monticello - Community Club	10/6 /2004
SP-074-04	Chesapeake Bank at Lightfoot	10/21/2004
SP-076-04	Stonehouse Recreational Vehicle Storage Area	10/12/2004
SP-091-04	Mid County Park Trail	10/13/2004
SP-099-04	7-Eleven #2516 Fuel System Upgrade	10/7 /2004
SP-120-04	McLaws Place	10/22/2004
SP-122-04	Whitehall Expansion	10/13/2004

II. SUBDIVISION PLANS

A. PENDING PRELIMINARY APPROVAL

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-086-02	The Vineyards, Ph. 3, Lots 1, 5-9, 52 BLA
S-062-03	Hicks Island - Hazelwood Subdivision
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-100-03	Colonial Heritage Ph. 2, Sec. 1
S-108-03	Leighton-Herrmann Family Subdivision
S-116-03	Stonehouse Glen, Sec. 2
S-034-04	Warhill Tract BLE / Subdivision
S-046-04	ARGO Ph. 2
S-047-04	ARGO Ph. 3
S-048-04	Colonial Heritage - Open Space Easement
S-055-04	117 Winston Terrace
S-062-04	2400 Little Creek Dam Road
S-063-04	123 Welstead Street BLE
S-066-04	Hickory Landing Ph. 1
S-067-04	Hickory Landing Ph. 2
S-074-04	4571 Ware Creek Road (Nice Family Subdivision)
S-076-04	120 Grove Heights BLA
S-078-04	Hogge Land Exchange
S-080-04	Williamsburg Winery Subdivision
S-086-04	222 & 220-B The Maine BLA
S-087-04	Dudley S. Waltrip Family Subdivision
S-089-04	Norge Neighborhood Easements
S-091-04	Marywood Subdivision
S-094-04	Armistead Point - Kingsmill
S-096-04	Resubdivision of Lot 95 Ford's Colony Sec. 31
S-097-04	Cowles Estate BLA
S-098-04	Gilley Family Subdivision #2
S-099-04	New Town Block 2 Parcel C
S-100-04	Williamsburg National Golf Course BLA
S-102-04	New Town, Block 5, Parcel F, Lots 21-24

B. PENDING FINAL APPROVAL

S-037-02	The Vineyards, Ph. 3
S-094-02	Powhatan Secondary Ph. 7-C

EXPIRE DATE

5 /4 /2005
12/30/2004

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S-108-02	Scott's Pond, Sec. 3	1 /13/2005
S-044-03	Fenwick Hills, Sec. 3	6 /25/2005
S-049-03	Peleg's Point, Sec. 5	7 /3 /2005
S-055-03	Colonial Heritage Ph. 1, Sec. 5	8 /4 /2005
S-056-03	Colonial Heritage Ph. 1, Sec. 4	9 /8 /2005
S-076-03	Wellington, Sec. 4	11/3 /2004
S-078-03	Monticello Woods - Ph. 2	11/3 /2005
S-098-03	Stonehouse Glen, Sec. 1	4 /5 /2005
S-099-03	Wellington, Sec. 5	2 /3 /2005
S-101-03	Ford's Colony - Sec. 35	2 /2 /2005
S-106-03	Colonial Heritage Ph. 2, Sec. 3	1 /12/2005
S-002-04	The Settlement at Monticello (Hiden)	3 /1 /2005
S-009-04	Colonial Heritage Public Use Site B	3 /18/2005
S-033-04	2011 Bush Neck Subdivision	5 /4 /2005
S-035-04	Colonial Heritage Blvd. Ph. 2 Plat	4 /28/2005
S-036-04	Subdivision at 4 Foxcroft Road	6 /15/2005
S-037-04	Michelle Point	7 /12/2005
S-038-04	Greensprings West Ph. 4B & 5	6 /9 /2005
S-039-04	Governor's Land - Wingfield Lake Lots 27, 28	6 /14/2005
S-045-04	ARGO Ph. 1	6 /28/2005
S-059-04	Greensprings West Ph. 6	9 /13/2005
S-064-04	Jamestown Hundred, Lots 10-41	8 /2 /2005
S-065-04	133 Magruder Avenue - Sadie Lee Taylor Prop.	8 /4 /2005
S-071-04	Cowles Subdivision -163 Howard Drive	9 /3 /2005
S-075-04	Pocahontas Square	9 /16/2005
S-077-04	James River Commerce Center	10/4 /2005
S-081-04	Subdivision for Lot 3 Norge Neighborhood	10/11/2005
S-084-04	Greensprings Condominiums	10/7 /2005
S-090-04	Minichiello Villa	10/21/2005
S-095-04	3338 Racefield Drive (Leonituk Family Subdivision)	10/26/2005

C. FINAL APPROVAL

DATE

S-042-04	Eckerd's at Powhatan Secondary	10/6 /2004
S-057-04	Boughsprings Resubdivision of Lot 22B	10/20/2004
S-068-04	123 Indigo Dam Road	10/20/2004
S-070-04	Wexford Hills Ph. 2A	10/7 /2004
S-072-04	New Town - Block 8, Parcels D & E, portion of A	10/25/2004
S-083-04	Council BLA Plat (Lot 12)	10/26/2004
S-088-04	Noland Properties - Chesapeake Bank	10/21/2004
S-101-04	Ironbound Road Mini-Storage BLA	10/19/2004

D. EXPIRED

EXPIRE DATE

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DEVELOPMENT REVIEW COMMITTEE ACTION REPORT
Meeting of Oct. 27, 2004

Case No. C-111-04

St. Bede's Rectory

Mr. Wayne Powers, of AES Consulting Engineers, submitted a site plan on behalf of St. Bede's Catholic Church proposing the addition of a fellowship hall. The proposed site is located at 4451 Longhill Road and is further identified as parcel (1-3) on James City County Tax Map (32-3). DRC review is required because the plan proposes a second driveway.

DRC Action: The DRC deferred the case.

Case No. C-127-04

Prime Retail Outlet Expansion

Mr. Steve Romeo, of LandMark Design Group, submitted a conceptual plan proposing the expansion of the retail center at Prime Outlets. The property is further identified as parcel (1-33C) on James City County Tax Map (33-1). DRC review is required to ensure consistency with the master plan.

DRC Action: The DRC unanimously found the application consistent with the master plan.

Case No. S-080-04

Williamsburg Winery Subdivision

Mr. Ken Jenkins, of LandTech Resources, submitted a subdivision plan to create four residential lots on Jockey's Neck Trail road. The property is further identified as parcel (1-10B) on James City County Tax Map (48-4). DRC review is necessary due to the existence of unresolved issues between the applicant and adjacent property owners.

DRC Action: The DRC deferred the case.

**Z-11-03 & MP-11-03. Stonehouse Planned Community Rezoning Amendment
Staff Report for the November 1, 2004, 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 F Board Room; James City County
Government Complex unless otherwise noted:**

Planning Commission: December 8, 2003, 5:30 p.m. Building C Board Room (Deferred)
January 12, 2004, 5:30p.m. (Deferred)
February 2, 2004, (Deferred) July 12, 2004 (Deferred))
March 1, 2004, (Deferred) August 16, 2004 (Deferred)
April 5, 2004, (Deferred) September 13, 2004 (Deferred)
May 3, 2004, (Deferred) November 1, 2004
June 7, 2004 (Deferred)

Board of Supervisors: *December 14, 2004 (Tentative)*

SUMMARY FACTS

Applicant: Mr. Greg Davis, Kaufman & Canoles

Land Owner: Ken McDermott of Stonehouse Capital, LLC and Stonehouse at Williamsburg, LLC for Stonehouse Glen, LLC, Fieldstone Investment, LLC, Mount Laurel, LLC, Fairmont Investment, LLC, Six Hundred North, LLC, Tymar Capital, LLC and Commerce Park at Stonehouse, LLC.

Proposal: To amend the master plan and proffers for the Stonehouse Planned Community by realigning Fieldstone Parkway, shifting residential densities and rezoning some landbays to residential. There is no proposed increase to the total number of approved residential units within the Stonehouse Planned Community.

Location: 9235 Fieldstone Parkway, 9760 Mill Pond Road,
9186 & 9600 Mount Zion Road and 9501 Sycamore Landing Road
Stonehouse District

Tax Map/Parcel: (4-4)(1-25), (4-4)(1-26), (4-4)(1-27), (4-4)(1-28), (4-4)(1-29)
(5-3)(1-10), (6-3)(1-1), (6-4)(1-1), (7-4)(1-20) and (12-1)(1-47)

Primary Service Area: Inside

Parcel Sizes: 4,684 Acres

Existing & Proposed Zoning: Planned Unit Development Residential & Commercial with Proffers

Comprehensive Plan: Low Density Residential & Mixed Use

Staff Contact: Karen Drake - Phone: 253-6685

STAFF RECOMMENDATION

The applicant has requested indefinite deferral of this case to allow more time to resolve outstanding issues regarding the Stonehouse master plan and proffers. Staff concurs with the request.

Attachment: 1.) Deferral Request Letter

KAUFMAN & CANOLES

— | A Professional Corporation | —
Attorneys and Counselors at Law

Timothy O. Trant, II
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Williamsburg, VA 23188

4801 Courthouse Street
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Williamsburg, VA 23188

October 27, 2004

Via Hand Delivery & Email

Karen Drake
Senior Planner
James City County
101-E Mounts Bay Road
Williamsburg, VA 23185

Re: *Stonehouse at Williamsburg, LLC*
Application for Rezoning and Master Plan Amendment of a portion of Stonehouse
James City County Case No's. Z-11-03 & MP-11-03
Our Matter No. 100281

Dear Ms. Drake:

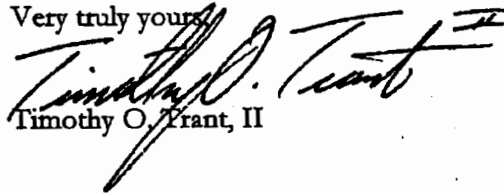
The above-referenced case is scheduled to be presented to the James City County Planning Commission at its meeting on November 1, 2004. The applicant and its consultants have been diligently working to respond to the issues raised by the James City County Department of Development Management ("Staff"). On March 26, 2004, the applicant submitted to Staff a revised set of proffers and a revised master plan. Staff has provided the applicant with a number of detailed comments on both submissions aimed at bringing the documents towards a final, presentable form.

Given the detailed nature of Staff's comments and in preparation for the presentation of these materials to the Planning Commission, the applicant and its consultants are undertaking a thorough review of the proffers and master plan before resubmitting to Staff. The applicant is not likely to have completed its review and to have prepared the documents for resubmission in time for the Staff to present the application at the November 1, 2004 Planning Commission meeting. Accordingly, the applicant recognizes that Staff will not be prepared to make a complete staff report nor make a recommendation to the Planning Commission regarding the case at the November 1, 2004 meeting. Therefore, the applicant requests that any action on the case by the Planning Commission be deferred indefinitely until the applicant and Staff are prepared to present the application to the Planning Commission.

Karen Drake
October 27, 2004
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If you have any questions, please do not hesitate to contact me.

Very truly yours,


Timothy O. Grant, II

xc: Kenneth G. McDermott (via facsimile 908-234-9508)
Mark Rinaldi (via facsimile 757-229-0049)
Alvin P. Anderson, Esq. (via hand delivery)
Gregory R. Davis, Esq. (via hand delivery)
Susan B. Tarley, Esq. (via U.S. mail)

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**REZONING -6-04 / MASTER PLAN -6-04. Lightfoot Mixed Use Development
Staff Report for the November 1, 2004, 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 F Board Room; County Government Complex
Planning Commission: July 12, 2004 (Deferred) October 4, 2004 (Deferred)
August 16, 2004 (Deferred) November 1, 2004
September 13, 2004 (Deferred)
Board of Supervisors: December 14, 2004 (Tentative)

SUMMARY FACTS

Applicant: Richard A. Costello, AES Consulting Engineers

Land Owner: Noland Properties, Inc.

Proposed Use: A mix of uses including a maximum of 144,800 square feet of commercial space on 13.5 acres along Richmond Road and a maximum of 244 multi-family residential units on the remaining 38.5 acres with a gross residential density of 6.3 units per acre.

Location: 6601 Richmond Road, Stonehouse District

Tax Map/Parcel (24-3)(1-35)

Parcel Size 53.24 acres, with 52.0 acres for development; the Chesapeake Bank site is not included in the master plan or proffers.

Proposed Zoning: MU, Mixed Use with proffers

Existing Zoning: B-1, General Business with proffers

Comprehensive Plan: Mixed Use

Primary Service Area: Inside

STAFF RECOMMENDATION

The applicant has requested that the case be deferred until the December Planning Commission meeting. Staff recommends that the Planning Commission defer the case.

Staff Contact: Sarah Weisiger, Planner Phone: 253-6685

Sarah Weisiger

Attachment:
Applicant deferral letter

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

ATTORNEYS AT LAW

1177 JAMESTOWN ROAD

WILLIAMSBURG, VIRGINIA 23185

TELEPHONE: (757) 220-6500

FAX: (757) 229-5342

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

ANDREW M. FRANCK
RICHARD H. RIZK

MAILING ADDRESS:
POST OFFICE BOX 379
WILLIAMSBURG, VIRGINIA 23187-0379

email: vgeddy@widomaker.com

October 20, 2004

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

Re: Case Z-6-04/MP-6-04 Lightfoot Mixed Use Development

Dear Sarah:

I am writing to request on behalf of the applicant that this case be deferred from the November until the December Planning Commission meeting. Thanks.

Sincerely,



Vernon M. Geddy III

VMG:s

cc: Mr. Ben Williams
Mr. Richard Costello
Mr. Robert Singley

REZONING CASE NO. Z-10-04 112 INGRAM ROAD**Staff Report for the November 1, 2004, 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 F Board Room; County Government Complex**

Planning Commission:

November 1, 2004, 7:00 PM

December 6, 2004 (tentative)

Board of Supervisors:

January 11, 2004, 7:00 PM (tentative)

SUMMARY FACTS**Applicant:**

Mr. Scott Evans, Scott Evans Contracting, LLC

Land Owner:

Ms. Marjorie Gray, et al

Proposal:

To rezone 0.37 acres from R-8, Rural Residential, to B-1, General Business, with proffers, for the construction of an approximately 3,900-square foot, four-unit office building.

Location:

112 Ingram Road

Tax Map/Parcel

(47-1)(1-23)

Parcel Size

0.37 acres

Proposed Zoning:

B-1, General Business, with proffers

Existing Zoning:

R-8, Rural Residential

Comprehensive Plan:

Mixed Use

Primary Service Area:

Inside

STAFF RECOMMENDATION

The applicant has requested deferral of this case until December 6, 2004 in order to resolve various issues associated with the proffers. Staff concurs with this request.

Staff Contact:

Trey Davis, Planner

Phone: 253-6685

Attachments:

1. Deferral letter



Scott Evans Contracting, Inc.

Industrial • Commercial • Residential

October 26, 2004

Mr. Trey Davis, Planner
James City County
Department of Development Management
101-E Mounts Bay Road
P.O. Box 8784
Williamsburg, VA 23187

RE: Z-10-04; 112 Ingram Road Rezoning

Dear Mr. Davis:

I would like to request a deferral on the submission of our rezoning application until the December Planning Commission meeting due to our inability to acquire all of the information requested by the County from the current owner.

Thank you for all you help on this project and I look forward to working with you further.

Sincerely,

Scott Evans
President

Post-it® Fax Note	7671	Date	10/26	# of pages	1
To	TREY DAVIS	From	SCOTT EVANS		
Co./Dept.	JCC	Co.	SEL		
Phone #	757-6685	Phone #	757-7244		
Fax #	757-6850	Fax #			

SUP-23-04. Action Park of Williamsburg**Staff Report for the November 1, 2004, 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

Planning Commission:

Building F Board Room; County Government Complex

Board of Supervisors:

November 1, 2004, 7:00 p.m.

December 14, 2004, 7:00 p.m. (tentative)

SUMMARY FACTS

Applicant:

Mr. Bob Miller, Action Park of Williamsburg

Land Owner:

Action Park of Williamsburg

Proposed Use:

New Amusement Attraction - Disk'O

Location:

6870 Richmond Road

Tax Map and Parcel No.:

(24-3)(1-18)

Primary Service Area:

Inside

Parcel Size:

3.82 acres (Total Park - 8.09 acres)

Existing Zoning:

B-1, General Business

Proposed Zoning:

B-1, General Business

Comprehensive Plan:

Mixed Use

Staff Contact:

David Anderson - Phone: 253-6685

STAFF RECOMMENDATION:

The applicant has requested deferral of this case until the December 6, 2004 Planning Commission to resolve some outstanding issues related to the application. Staff recommends the Planning Commission grant the request and the case be deferred until December 6, 2004.

David Anderson

SPECIAL USE PERMIT 25-04. Bay Lands Federal Credit Union at Norge
Staff Report for the November 1, 2004, Planning Commission Public Hearing

This 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:

7:00 p.m. Building F Board Room; County Government Center

Board of Supervisors:

November 1, 2004

December 14, 2003 (*Tentative*)

SUMMARY FACTS

Applicant:

Tom Derrickson, AES Consulting Engineers

Land Owner:

Bay Lands Federal Credit Union

Proposed Use:

Bank with drive thru, ATM and a future operations center. A bank is a by-right use in the B-1, General Business zoning district; however, a commercial Special Use Permit is required for any use which generates more than 75 peak hour vehicle trips.

Location:

7031 Richmond Road; Stonehouse District

Tax Map/Parcel:

(24-1)(1-13)

Parcel Size:

± 3.4 acre site

Zoning:

B-1, General Business

Comprehensive Plan:

Low Density Residential

Primary Service Area:

Inside

STAFF RECOMMENDATION

Staff Contact:

Karen Drake

Phone: 253-6685

Staff finds the proposed use consistent with surrounding zoning and development patterns on Richmond Road but inconsistent with the Low Density Residential Comprehensive Plan land use designation. With the proposed Special Use Permit conditions, staff believes that the impact of the credit union and operations center will be adequately mitigated through the conditions regarding traffic, landscaping and architecture. Staff recommends the Planning Commission approve this Special Use Permit application with the conditions listed in the staff report.

PROJECT DESCRIPTION

Mr. Tom Derrickson of AES Consulting Engineers, has applied for a special use permit on behalf of Bay Lands Federal Credit Union who has recently purchased the property from the Violet J. Beck Estate for a 3,500 square foot credit union and a future second phase 15,000 square foot credit union operation center. Located at 7031 Richmond Road in Norge, the credit union would be located next to the Econo Lodge on the western side of Richmond Road (Route 60 West) generally opposite Hill Pleasant Farms. The proposed development includes four drive through teller stations and an Automatic Teller Machine (ATM) drive thru. A bank is a by-right use in the B-1, General Business, zoning district. A commercial Special Use Permit is necessary when traffic generation exceeds 75 or more peak hour vehicle trips or a building.

The site is currently wooded, but has previously been a residential site with some clearing. Since the site has been previously developed and there are no known archeological sites on the property, an archeological study was not required with the application.

Regarding billboards, there were three billboards on the site that have now been removed thus losing their grandfather status. Additional off-site signage will not be permitted per the Zoning Ordinance.

PUBLIC IMPACTS

Environmental Impacts

Watershed: Yarmouth Creek

Environmental Comments: A stormwater management plan is proposed on the property that staff will review in greater detail at the development plan stage. The applicant is currently discussing the possibility of a regional BMP to be located on the adjacent property to the north with the general location marked on the attached Special Use Permit Plan. The proposed regional BMP would better serve Bay Lands Federal Credit Union site and the immediate adjacent sites. Both the Environmental and Planning staff support the regional BMP that would be reviewed in greater detail at the development plan stage.

Public Utilities

Utilities: The site is served by public water and sewer.

JCSA Comments: The applicant shall be responsible for developing water conservation standards for this development. The applicant shall also confirm that the existing JCSA water system will provide adequate fire flow volume and duration and provide a master utility plan for the site. Developer costs associated with providing sanitary sewer service to the site may be affected, in part, by the construction of a future lift station in the nearby Colonial Heritage development. These issues will be addressed at the development plan stage. Staff has included a condition which requires the development of Water Conservation Standards for the proposed development

Traffic Impacts

Proposed Traffic: 2,221 vehicles trips per day

2003 Traffic Counts: 18,828 vehicle trips per day

Road Capacity: A four lane road with turn lanes has a capacity of 30,000 vehicle trips per day

VDOT Comments: Option #1 to access to the site is currently proposed via a driveway directly

on Richmond Road from the property. Warranted improvements include left turn lanes at both Richmond Road median crossovers located north and south of the site, a channelized entrance so right in/right out turns only are permissible from Richmond Road and right turn lane improvements to the site. These improvements are illustrated on the attached special use permit plan.

However the applicant is currently negotiating with the two adjacent property owners to the north for Option #2, access to the credit union via the existing entrance to the Econo Lodge that is aligned with a crossover median point in Richmond Road. Warranted improvements for Option #2 include left turn lane improvements only at the Richmond Road median crossover to the north of the credit union. VDOT and staff strongly support Option #2, the shared entrance between the Econo Lodge and the proposed credit union. Staff notes that if a traffic light is ever warranted at the median crossover entrance to Econo Lodge, a signal would be more likely if it serves one entrance with multiple users. A condition is proposed that the applicant will be limited one access, either from the property or through the existing Econo-Lodge site and that the VDOT warranted traffic improvements will be constructed with either access option.

COMPREHENSIVE PLAN

Community Character Area: Norge

Community Character Road: Richmond Road

While Norge continues to have a unique, very identifiable residential component located off Richmond Road and some pedestrian-oriented storefronts. The 2003 Comprehensive Plan states that the early 20th century “village” character of its business and residential areas along Richmond Road has been significantly visually impacted by infill automobile-oriented development. Newer development from the east has substantially blurred the distinction between Norge and Lightfoot, a clearly automobile-dominated suburban commercial corridor, although voluntary efforts by both residents and businesses have helped retain the visual attractiveness of Norge.

Outlined below are specific design standards intended to guide future development and redevelopment in these two areas:

- ◆ The architecture, scale, materials, spacing, and color of buildings should complement the historic character of the area.
- ◆ Building setbacks should be consistent with nearby historic buildings and structures.
- ◆ Where possible, parking should be located to the rear of buildings. Parking should be screened from roadway and adjacent properties.
- ◆ Shared access and parking should be pursued before constructing new access breaks and parking facilities.
- ◆ Existing specimen trees and shrubs should be preserved to the extent possible.
- ◆ New landscaping should be of a type, size, and scale to complement and enhance the building and site design. Native plant and tree species are encouraged.
- ◆ Signage should be of a scale, size, color, and materials to complement the historic character of the area.
- ◆ Pedestrian and bicycle access and circulation should be promoted through the provision of sidewalks, bike racks, benches, cross-walks, street trees, and other design features which help accomplish this goal.
- ◆ Efforts to maintain and reinforce the boundaries of Norge and Toano through open space and site design measures are strongly encouraged.

Staff Comments: Through site design and the proposed special use permit conditions regarding architectural, landscaping and site lighting, staff believes that the proposed credit union meets the general intent of the Norge Community Character Area considering that the site is located on the outskirts of the area.

Land Use Map Designation: Low Density Residential

Low density areas are residential developments or land suitable for such developments with gross densities up to one dwelling unit per acre depending on the character and density of surrounding development, physical attributes of the property and buffers. Non-residential uses should not alter, but rather, complement the residential character of the low-density residential area in which they are located and should have traffic, noise, lighting and other impacts similar to surrounding or planned residential uses. Limited commercial establishments, schools, churches, and community-oriented facilities should generally be located on collector or arterial roads at intersections where adequate buffering and screening can be provided to protect nearby residential uses and the character of the surrounding areas.

Staff Comments: While the proposed credit union and future operations center property uses do not match the low density residential designation of the property, we must recognize that it is already zoned for business use. Staff notes that the special use permit is required due to proposed traffic impacts of the credit union, not because of the proposed land use itself. Given the sites existing B-1 zoning, this proposal provides an opportunity to develop the site in a manner more consistent with the Comprehensive Plan. Staff believes that the proposed special use permit conditions listed below will mitigate the impacts of the proposed credit union which is similar to other proposed non-residential developments fronting on Richmond Road.

CONCLUSIONS AND CONDITIONS

Staff finds the proposed use consistent with surrounding zoning and development patterns on Richmond Road but inconsistent with the Low Density Residential Comprehensive Plan land use designation. With the proposed Special Use Permit conditions, staff believes that the impact of the credit union and operations center will be adequately mitigated through the conditions regarding traffic, landscaping and architecture. Staff recommends the Planning Commission approve this Special Use Permit application with the following conditions:

1. If construction has not commenced on Phase I of this project (credit union building, associated parking, entrance and stormwater management facility) within twenty-four (24) months from the issuance of a special use permit, the special use permit shall become void. Construction shall be defined as obtaining permits for building construction and installation of footings and/or foundation.
2. As determined by the Planning Commission, the plan of development shall be in accordance with the Special Use Permit Plan prepared by AES Consulting Engineers and dated October 18, 2004.
3. As determined by the Planning Director, the building architecture for both buildings shall be consistent with each other and consistent with the building elevation for the credit union submitted with this application by PW Campbell, dated October 15, 2004.

4. All exterior lighting on the property shall be recessed fixtures with no bulb, lens, or globe extending below the casing. The casing shall be opaque and shall completely surround the entire light fixture and light source in such a manner that all light will be directed downward and the light source is not visible from the side. Modifications to this requirement may be approved by the Planning Director if it is determined that the modifications do not have any negative impact on the property or surrounding properties.
5. A landscaping plan shall be approved by the Planning Director prior to final site plan approval for this project. The landscaping plan shall include enhanced landscaping within the fifty (50) foot Community Character Corridor buffer along Richmond Road (Route 60 West) and in the rear landscaping buffer adjacent to Colonial Heritage. Enhanced landscaping shall be defined so that the required number of plants and trees equals, at a minimum, 125 percent of the requirements of the James City County Landscape Ordinance. A minimum of fifty (50) percent of the trees within the landscape buffers shall be evergreen.
6. Access to the site is proposed via a direct driveway from Richmond Road to the property as shown on the special use permit plan and all warranted traffic improvements shall be approved by the Planning Director and VDOT prior to site plan approval. If access to the site is gained from the adjacent property to the north and the existing Econo Lodge entrance as shown on the special use permit plan, the direct driveway entrance from Richmond Road to the property shall be closed and remained closed with enhanced landscaping in accordance with condition #5 of this special use permit replacing the driveway. The alternate entrance and any associated traffic improvements shall be reviewed and approved by the Planning Director and VDOT.
7. The applicant shall be responsible for developing and enforcing water conservation standards to be submitted to and approved by the James City Service Authority prior to final site plan approval. The standards may include, but shall not be limited to such water conservation measures as limitations on the installation and use of irrigation systems, the use of approved landscaping materials including the use of drought tolerant plants where appropriate, and the use of water conserving fixtures to promote water conservation and minimize the use of public water resources.
8. Free standing signage shall be limited to one monument style sign. For purposes of this condition, a "monument" style sign shall be defined as a free standing sign with a completely enclosed base not to exceed thirty two (32) square feet in size and not to exceed eight (8) feet in height from grade.
9. This special use permit is not severable. Invalidation of any word, phrase, clause, sentence or paragraph shall invalidate the remainder.

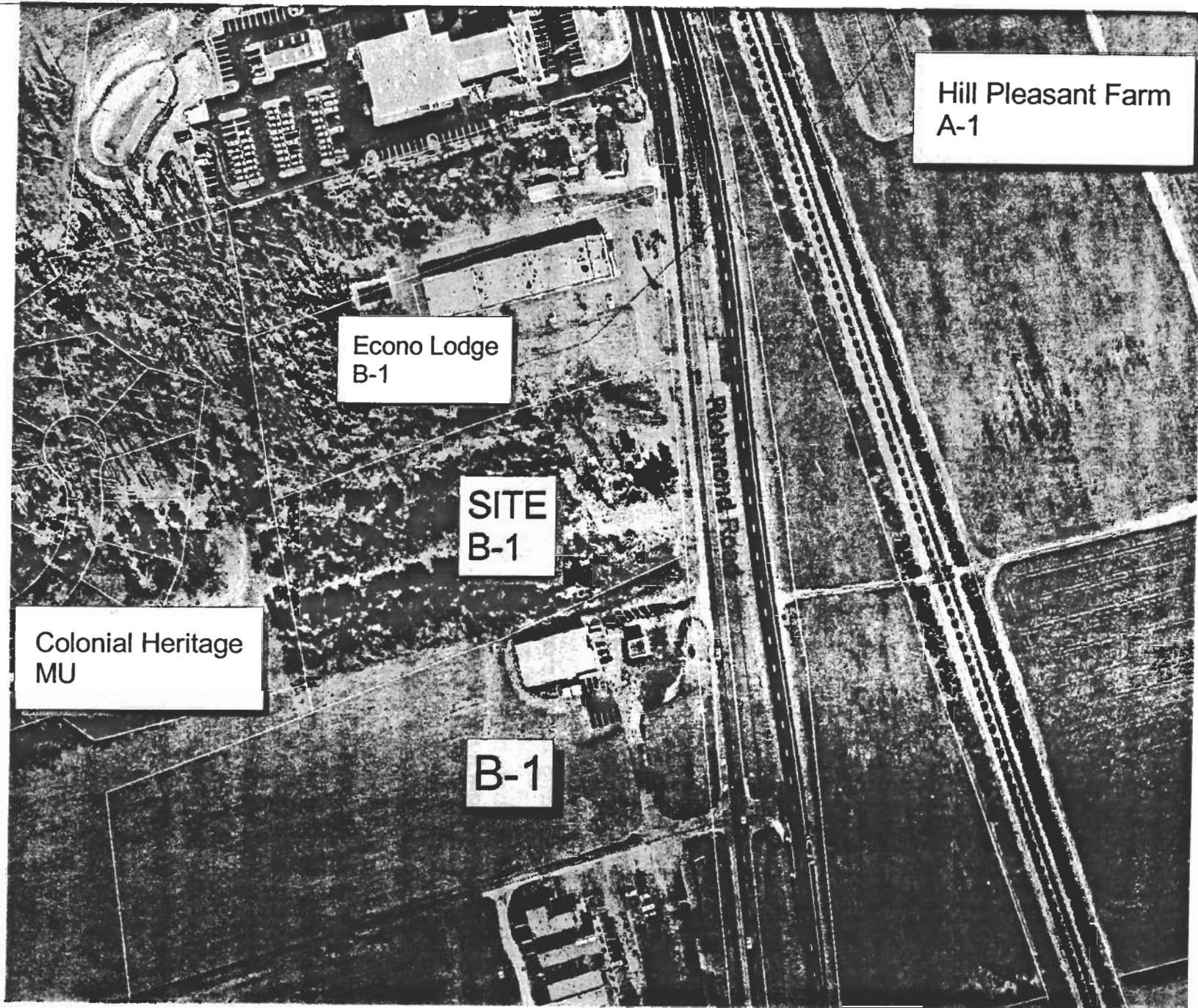
Karen Drake

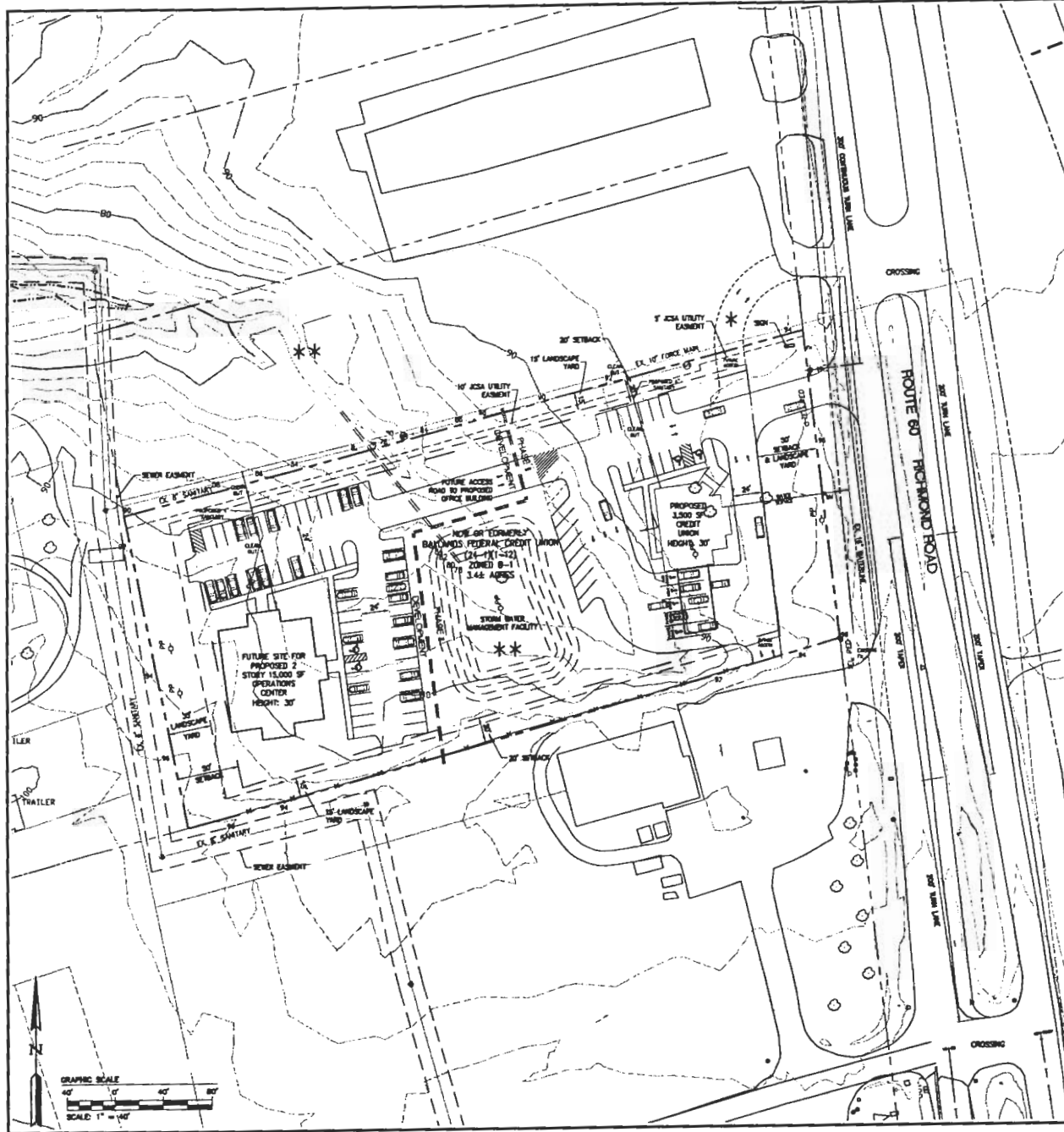
ATTACHMENTS:

1. Location Map
2. Special Use Permit Plan, October 18, 2004

3. Architectural Elevations, October 15, 2004

SUP-24-04. Bay Lands Federal Credit Union 7031 Richmond Road





GENERAL NOTES:

1. CURRENT OWNER: BAYLANDS FEDERAL CREDIT UNION
2. PROPERTY ADDRESS: 3031 RICHMOND ROAD
3. PARCEL I.D.# 2410100012
4. TOTAL AREA: 3.44 ACRES
5. ZONING: EXISTING: B-1 GENERAL BUSINESS
PROPOSED: USE: BANK WITH DRIVE-THRU AND ATM
FUTURE OFFICE SPACE
BANK AND FINANCIAL INSTITUTION IS A PERMITTED USE IN THE B-1 ZONE.
PEAK HOUR TRAFFIC EXCEEDS 100 VEHICLES REQUIRING SPECIAL USE PERMIT
6. THE BOUNDARY SHOWN HEREON IS FROM A BOUNDARY SURVEY BY AES
7. TOPOGRAPHY SHOWN HEREON IS 2-FOOT CONTOUR INTERVAL FROM AN AES SURVEY
8. ACCORDING TO FEMA FLOODING PANEL 510201-0200B DATED FEB. 6, 1991, THERE IS NO 100-YEAR FLOOD PLAIN ON THIS PROPERTY
9. THERE IS NO MAPPED RPA ON THE PROPOSED BANK SITE
10. THERE ARE NO NEW SHEDS ON THIS PROPERTY ACCORDING TO JAMES CITY COUNTY MAPING
11. ACCORDING TO JAMES CITY COUNTY HISTORICAL SENSITIVITY MAP, THERE ARE NO IDENTIFIED SITES ON THIS PROPERTY
12. TRAFFIC IMPACT ANALYSIS IS IN SEPARATE BOOKLET WITH THIS APPLICATION

DEVELOPMENT NOTES AND TABULATIONS:

1. MINIMUM LOT SIZE: NONE
 2. SITE AREA: 3.44 ACRES
 3. EXISTING ZONING: B-1
 4. MINIMUM LOT WIDTH: NONE
 5. YARDS AND SETBACKS:
FRONT: 50' COMMUNITY CHARACTER CORRIDOR BUFFER
SIDE: 20'
REAR: 50' NEXT TO RESIDENTIAL ZONING
 6. THIS SITE FRONTS ON A COMMUNITY CHARACTER CORRIDOR REQUIRING A 50' SETBACK FROM RIGHT OF WAY
 7. MAXIMUM BUILDING HEIGHT: 60'
 8. PROPOSED USE:
3,500± SF DRIVE THRU BANK
14,000± SF CANOPY OVER THE DRIVE THRU LANES
15,000± SF FUTURE OFFICE SPACE
 9. PROPOSED F.A.R. 0.05
 10. PARKING TABULATION:
- | | REQUIRED | PROVIDED |
|----------------|------------|----------|
| BANK: | 1/250 OF A | 14 |
| FUTURE OFFICE: | 1/250 OF A | 21 |
| TOTAL: | 74 | 35 |
11. NO LOADING SPACE IS REQUIRED FOR BUILDINGS UNDER 5,001 S.F.
 12. OPEN SPACE REQUIREMENTS:
- OPEN SPACE REQUIRED: 30%
PROVIDED: 50%
THE MAXIMUM IMPERVIOUS COVERAGE IS 60%
- ACCORDING TO SECTION 24-99(C) LANDSCAPE AREAS SHALL BE:
SIDE AND REAR LANDSCAPE YARDS - 15'
TRANSITIONAL SCREENING TO RESIDENTIAL DISTRICT - 35'
REQUIRED LANDSCAPE OPEN SPACE - 30%
- ACCORDING TO SECTION 24-99(D)(3)(B) A 10' WIDE LANDSCAPE AREA SHALL BE ALONG 50% OF THE BUILDING PERIMETER
 13. ACCORDING TO SECTION 24-11(A)(3) THIS SITE IS EXPECTED TO EXCEED 100 TRIPS TO AND FROM THE SITE DURING PEAK HOURS; WHOM WILL REQUIRE A SPECIAL USE PERMIT. ALSO, ACCORDING TO SECTION 24-11(D)(8) THE FUTURE 15,000 SF OFFICE BUILDING IS EXEMPT FROM THE REQUIREMENTS IN SECTION 24-11.
 14. EXISTING OVERHEAD UTILITY LINES TO BE RELOCATED OR REMOVED AS NECESSARY.
 15. * ACQUISITION OF OFF SITE ACCESS CURRENTLY UNDER NEGOTIATION. THERE IS NO GUARANTEE THAT THE ACCESS WILL BE GRANTED.
 16. IF ACCESS IS ACQUIRED TO THE EXISTING CROSS-OVER THEN THE EASTBOUND LEFT TURN LANES WILL NOT BE NECESSARY PLUS THE ON-SITE ENTRANCE WILL NOT BE NECESSARY.
 17. * NEGOTIATIONS WITH ADJACENT PROPERTY OWNER FOR JOINT REGIONAL SHW/SHIP FACILITY CURRENTLY UNDER NEGOTIATION. THERE IS NO GUARANTEE FOR A REGIONAL POND WILL BE ACQUIRED.

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

NO.	DATE	REVISION / COMMENT / NOTE
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5248 Oak Towne Road, Suite 1
Williamsburg, Virginia 23188
(757) 233-0000
Fax (757) 233-0004



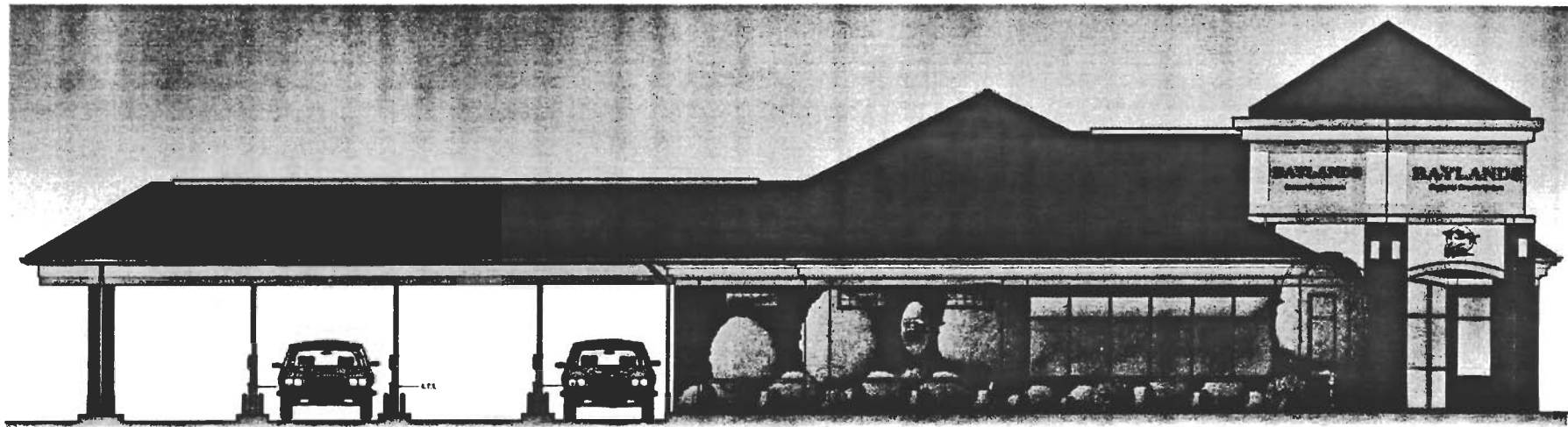
CONSULTING ENGINEERS
WILLIAMSBURG • RICHMOND

SPECIAL USE PERMIT PLAN
BAYLANDS FEDERAL CREDIT UNION

INTERHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA

Designed TMD	Drawn AES
Scale 1"=40'	Date 8/20/04
Project No. 8448-02	Sheet No. 2 OF 3

Proposed Elevation



PROPOSED FRONT ELEVATION
1/4" = 1'-0"



BAYLANDS
Federal Credit Union
Williamsburg, Va

Proposed New Branch Facility

PWCampbell

10720 Old
Fredericksburg Rd 10720
Sta. 600, Sta. 7400
Fax 540.557.7400
www.pwcampbell.com

REZONING-7-03/MASTER PLAN-8-03. Governors Grove at Five Forks
Staff Report for the November 1, 2004, 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

Planning Commission: Building F Board Room; County Government Complex
October 4, 2004, 7:00 p.m. (deferred)
November 1, 2004, 7:00 p.m.
Board of Supervisors: December 14, 2004, 7:00 p.m. (tentative)

SUMMARY FACTS

Applicant: Mr. Eric Nielsen, National Housing Corporation
Land Owner: Five Forks Virginia, Inc. and E.H. Saunders, Trustee
Proposed Use: Construction of 213 apartment units and 30,000 square feet of office/commercial
Location: 4310 and 4360 John Tyler Highway; 3181 and 3191 Ironbound Road
Tax Map and Parcel No.: (46-2)(1-14), (46-2)(1-37), (47-1)(1-35), (47-1)(1-36)
Primary Service Area: Inside
Parcel Size: 23.26 acres
Existing Zoning: R-8, Rural Residential and B-1, General Business
Proposed Zoning: MU, Mixed Use, with proffers
Comprehensive Plan: Moderate Density Residential
Staff Contact: Matthew D. Arcieri - Phone: 253-6685

STAFF RECOMMENDATION:

With the submitted proffers, staff finds the proposal will not negatively impact surrounding property. Staff also finds the proposal generally consistent with surrounding land uses, the Land Use policies of the Comprehensive Plan, the Comprehensive Plan Land Use Map designation, and the Primary Principles for Five Forks Area of James City County. Staff recommends the Planning Commission recommend approval of the rezoning and master plan applications and acceptance of the voluntary proffers.

Proffers: Are signed and submitted in accordance with the James City County Proffer Policy.

Project Description

National Housing Corporation, has submitted an application to rezone 23.26 acres located on John Tyler Highway from R-8, Rural Residential and B-1, General Business, to MU, Mixed Use, with proffers. The property is bisected by John Tyler Highway into a northern portion of 14.93 acres and a southern portion of 8.33 acres.

If approved, the developer would construct a new multifamily housing complex on the northern portion. The development, to be known as Governor's Grove, would consist of up to 213, one, two- and three-bedroom apartments. It is anticipated that the project would include affordable rental units through the support of the Low Income Housing Tax Credit Program and financing by the Virginia Housing Development Authority.

On the southern portion the developer proposes preserving 6.33 acres as permanent open space. The remaining two acres would be reserved for 30,000 square feet of office/commercial with access exclusively from Ironbound Road adjacent to the Zoom's Convenience Store.

Public Impacts

Housing

Housing Proffer: The applicant's intent is to offer a minimum of 50% of the total units on the property as affordable housing. While the applicant's intention is to develop the property as a affordable rental property using the Low Income Housing Tax Credit Program and financing by the Virginia Housing Development Authority, the proffers provided flexibility should the developer wish to develop up to 50% of the property as non affordable. The developer has also retained flexibility in the proffers to offer some units for sale. As with rental units, a minimum of 50% of any for sale units developed must be affordable. Affordable for sale dwellings will be offered at or below a price of \$120,000.

As noted above, the applicant intends to use the Low Income Housing Tax Credit Program and financing by the Virginia Housing Development Authority to develop this property. These credits are applied for and awarded twice a year; it is not guaranteed that an applicant will receive the credits. The proffers include a provision that, should the applicant not receive tax credits, the percentage of affordable units shall be reduced to 20% of the total units with 20% of the rental units and 50% of the for sale units as affordable.

Staff Comment: The James City County Office of Housing and Community Development (OHCD) finds the proposal is consistent with the Comprehensive Plan affordable housing goals. Regarding the displacement of residents of the existing mobile home park on the commercial portion of this property, OHCD had recommended two ways to address this issue: 1) provide a cash proffer for relocation assistance or 2) permit the residents to continue occupancy for an additional time period to allow for relocation. Neither option has been included in the current proffers.

Archaeology

The County archaeological policy is proffered.

Environmental Impacts

Watershed: Powhatan Creek

Environmental
Proffers:

Conservation Area: The applicant will preserve 6.33 acres of the property as permanent open space. This constitutes the entire southern frontage of John Tyler Highway. This piece of property will remain undisturbed in a permanent natural state. While normally preservation would be accomplished through a conservation easement dedicated to the County, the applicant has stated, for tax purposes, they do not wish to provide an easement. The open space is protected by the master plan and proffers.

Master Stormwater Management Plan: In order to address the recommendations of the Powhatan Creek Watershed Management Plan, the applicant has proffered to develop and implement a master stormwater management plan for the property.

Cash Contribution for Stream Restoration: For each non-affordable unit a cash contribution of \$500 is proffered to be used for off-site stream restoration and stormwater management.

Staff Comments: The Environmental Division find that the proposal is consistent with and addresses recommendations outlined in the approved Five Forks area study (environmental sections) and the Powhatan Creek Watershed Management Plan.

Public Utilities

Primary Service
Area (PSA):

The site is inside the PSA and served by public water and sewer.

Public Utility
Proffers:

Cash Contribution: For each non-affordable unit a cash contribution of \$630 is proffered.

Water Conservation: Water conservation measures will be developed and submitted to the JCSA for review and approval prior to any site plan approval.

JCSA Comments: The JCSA has reviewed the proposal and concurs with the proffers and master plan as proposed. It should be noted that with other recent residential proposals, a per unit cash contribution has been proffered to help offset the costs of water supply facilities. However, as with affordable proposals at Michelle Point, Longhill Grove, The Station at Norge and Pocahontas Square, the applicant has maintained that such a contribution for any affordable units would impair the ability to provide these units at the affordable rents proposed and no cash contribution was offered for the affordable units. Based on other public benefits provided by this proposal, staff concurs with this statement and recommends acceptance of the proffers, as currently proposed.

Fiscal Impact

The applicant has provide a fiscal impact statement which is included as an attachment to this report. In summary, at buildout this project is expected to have an annual negative fiscal impact of \$584,000. Note that this fiscal impact statement is based on the assumption that all units are developed as affordable rentals.

Proffers: Cash Contribution: For each non-affordable unit a cash contribution of \$1,000 is proffered.

Staff Comments: The Department of Financial and Management Services concludes that the project would be a fiscal negative, require an annual investment of one penny on the real estate tax rate and increase the need for new schools.

Schools

Per the Adequate Public School Facilities Test policy adopted by the Board of Supervisors, all special use permit or rezoning applications should pass the test for adequate public school facilities. With respect to this test, the following information is offered by the applicant:

<i>School</i>	<i>Design Capacity</i>	<i>Program Capacity</i>	<i>Current Enrollment (9/30/2004)</i>	<i>Projected Students Generated</i>	<i>Enrollment + Projected Students</i>
Clara Byrd Baker Elementary	804	691	773	24	797
James Blair Middle	625	621	583	12	595
Jamestown High	1,250	1,250	1,452	15	1,467

Staff Comments: Although program capacity is exceeded at the elementary school, the adequate public schools facility test is based on design capacity. Therefore, the proposal passes the adequate public school test at both the elementary and middle school. It does not pass for the high school. The applicant has proffered that 20% of the units will contain only one bedroom and therefore performed the above calculations based on 170 two and three bedroom units.

Although the capacity of Jamestown High School is clearly exceeded, the Adequate Public School Facilities Test states that if physical improvements have been programmed through the County CIP then the application will be deemed to have passed the test. If the pending high school referendum passes then staff will consider this proposal passing for the high school.

As with affordable proposals at Michelle Point, Longhill Grove, the Station at Norge and Pocahontas Square, any capital contribution (i.e., cash proffer) to the school system to mitigate impacts would impair the ability to provide affordable units. Based on other public benefits provided by this proposal, staff recommends acceptance of the proffers, as currently proposed.

Impacts to the John Tyler Highway Community Character Corridor

Overall this project proposes to preserve a significant portion of the Community Character Corridor through preservation of the southern portion of the site as permanent open space and through a 150 foot buffer along the northern portion of the site.

Early on in the rezoning staff identified preservation of the John Tyler Highway tree canopy as a primary concern for any development of this property. Staff has evaluated the impacts of the proposed turn lanes on the tree canopy. The right turn lane will be constructed on already cleared right-of-way and should not impact the adjacent tree canopy on the north side of John Tyler Highway. The left turn lane has been designed to impact the tree canopy on the south side of John Tyler in order to avoid exposing the power lines along the north side of John Tyler. Staff believes that the loss of trees along the southern property is acceptable as all of the adjoining site will not be developed and the proposal prevents the visual exposure of the power lines.

Traffic

According to the applicants traffic study, the residential portion of this property with access onto John Tyler Highway will generate approximately 1,452 trips per day with 110 a.m. peak hour vehicle trips and approximately 134 p.m. peak hour vehicle trips. The commercial portion with access onto Ironbound Road will generate approximately 330 trips per day with 47 a.m. peak hour vehicle trips and approximately 45 p.m. peak hour vehicle trips.

2003 Traffic

Counts: Ironbound Road: 8,336 vehicles per day; John Tyler Highway: 10,821 vehicles per day

2026 Volume

Projected: John Tyler Highway shows 12,000 vehicles per day on a two-lane road and is listed in the “watch” category in the 2003 Comprehensive Plan as the capacity for such roads is 13,000 vehicles. This portion of Ironbound Road is not listed in the 2003 Comprehensive Plan although the portion north of the intersection with John Tyler Highway is listed on the “watch” category.

Road

Improvements: The residential component of the property will require the construction of a 150' right turn lane with a 150' right turn taper and a 200' left turn lane with a 200' left turn taper. No improvements are required for the commercial property's entrance on Ironbound Road.

Traffic Proffers: Private Driveways: Roads internal to the project shall remain as private driveways - not VDOT streets.

Road Improvements: The proffers provide for the road improvements listed above and for only one entrance on the adjoining roads.

Cash Contribution to the Five Forks Intersection Improvements: The applicant has proffered their pro-rata share of the costs of the intersection improvements (\$36,341) recommended in the Primary Principles for the Five Forks Area adopted by the Board of Supervisors on September 28, 2004.

Limits on Commercial Development The applicant has proffered that no use will be permitted on the commercial property that exceeds the traffic projected in the traffic study. If a use with higher traffic is proposed, the applicant must provide an updated traffic study for review and approval by the County and VDOT. If the additional traffic exceeds the traffic caps adopted as part of the Primary Principles for Five Forks, the use would not be approved. The applicant has also proffered additional cash to compensate for the additional traffic.

VDOT Comments: VDOT concurs with the recommendations of the applicant's traffic study including recommended entrance improvements to the residential portion of the development. At the time of the writing of this report, VDOT continues to object to the commercial entrance and will limit it to a right in right out only.

Comprehensive Plan

The James City County Comprehensive Plan Land Use Map designates this property for Moderate Density Residential development. Moderate density areas are residential developments or land suitable for such developments with a minimum density of four dwelling units per acre, up to a maximum of twelve dwelling

units per acre, depending on the character and density of surrounding development, physical attributes of the property, buffers, and the degree to which the development is consistent with the Comprehensive Plan. The location criteria for moderate density residential require that these developments be located within the PSA where utilities are available. Optimum sites are near the intersections of collector streets, have natural characteristics such as terrain and soil suitable for compact residential development, and provide sufficient buffering so that the higher density development is compatible with nearby development and the natural and wooded character of the County. These moderate density residential areas may serve as transitional uses, primarily to neighborhood commercial, general commercial, or mixed-use areas. The timing and density of development for a Moderate Density Residential site may be conditioned on the provision of least cost housing or the provision of open space. Suggested land uses include townhouses, apartments, attached cluster housing, and recreation areas.

Staff Comments: The proposal is consistent with the Land Use policies of the Comprehensive Plan.

Primary Principles for Five Forks

On September 28, 2004 the Board of Supervisors adopted the Primary Principles for the Five Forks Area of James City County. The Principles set forth specific recommendations for the Five Forks Area. This proposal addresses the following principles as follows:

Pedestrian Improvements: The proposal provides sidewalk connections on the northern property along John Tyler Highway to existing commercial property and to Ingram Road in conformance with the Five Forks sidewalk inventory. The proposal also proffers a 35 foot easement through the southern property. The Greenway Master Plan calls for the construction of a multi use trail in this easement eventually connecting Jamestown High School to Five Forks.

New Trip Thresholds: Trip generation thresholds presented in the Five Forks Area Study indicate the maximum number of vehicle trips that should be allowed within the Five Forks Area during either the AM or PM peak hours – with or without geometric improvements. The introduction of 157 new trips during the AM peak results in the use of approximately 44.9% of the new trip threshold without geometric improvements and approximately 31.4% with geometric improvements. The introduction of 179 new trips during the PM peak results in the use of approximately 35.8% of the new trip threshold without geometric improvements and approximately 27.5% with geometric improvements.

Currently two other proposals have been reviewed or approved in the Five Forks Area (Oaktree Expansion, Ingram Road Office Building). When combined with the Governor's Grove proposal 42.9% of the intersection capacity (without improvements) has been used.

Environmental: The proposal sets aside 6.33 acres of the southern property as permanent open space. The applicant has proffered a stormwater master plan to implement the recommendations of the Powhatan Creek Watershed Management Plan.

Land Use: The proposal proffers architectural review by the Planning Director in accordance with the architectural guidelines contained in the principles. The project's overall residential density is 10 dwelling units per acres in accordance with the recommended maximum density for areas designated moderate density residential. Finally, the proposal protects the John Tyler Highway community character corridor through preservation of the property on the south side and the provision of a 150 foot buffer on the north property.

Staff finds that this proposal is consistent with the Primary Principles for Five Forks

Buffer Waivers

The applicant has requested modification to perimeter setback requirements for the commercial parcel. Mixed Use districts require a fifty foot perimeter setback from all adjacent properties. Setbacks shall be left in an undisturbed state and/or planted with additional or new landscape trees, shrubs and other vegetative cover. It is possible to get a modification granted by the Planning Commission during the rezoning process if one or more of the criteria are met:

1. The proposed setback is for the purpose of integrating proposed mixed use development with adjacent development;
2. the proposed setback substantially preserves, enhances, integrates and complements existing trees and topography;
3. the proposed setback is due to unusual size, topography shape or location of the property or other unusual conditions, excluding proprietary interests of the developer.

The applicant's requests for setback modifications are summarized below:

1. Reduce Ironbound Road Buffer to 25 feet;
2. Reduce the buffer adjacent the Zooms Convenience Store to 15 feet; and
3. Reduce the buffer adjacent parcel to (47-1)(1-57) to 25 feet.

The reduced buffers will still substantially preserve existing vegetation on the site. The applicant has proffered enhanced landscaping to address any impacts of the reduced buffers. In addition, the applicant has proffered architectural and landscape review by the Planning Director of any structures built on the site. With these provisions, staff recommends the Planning Commission approve the buffer reductions as proposed.

Conclusions

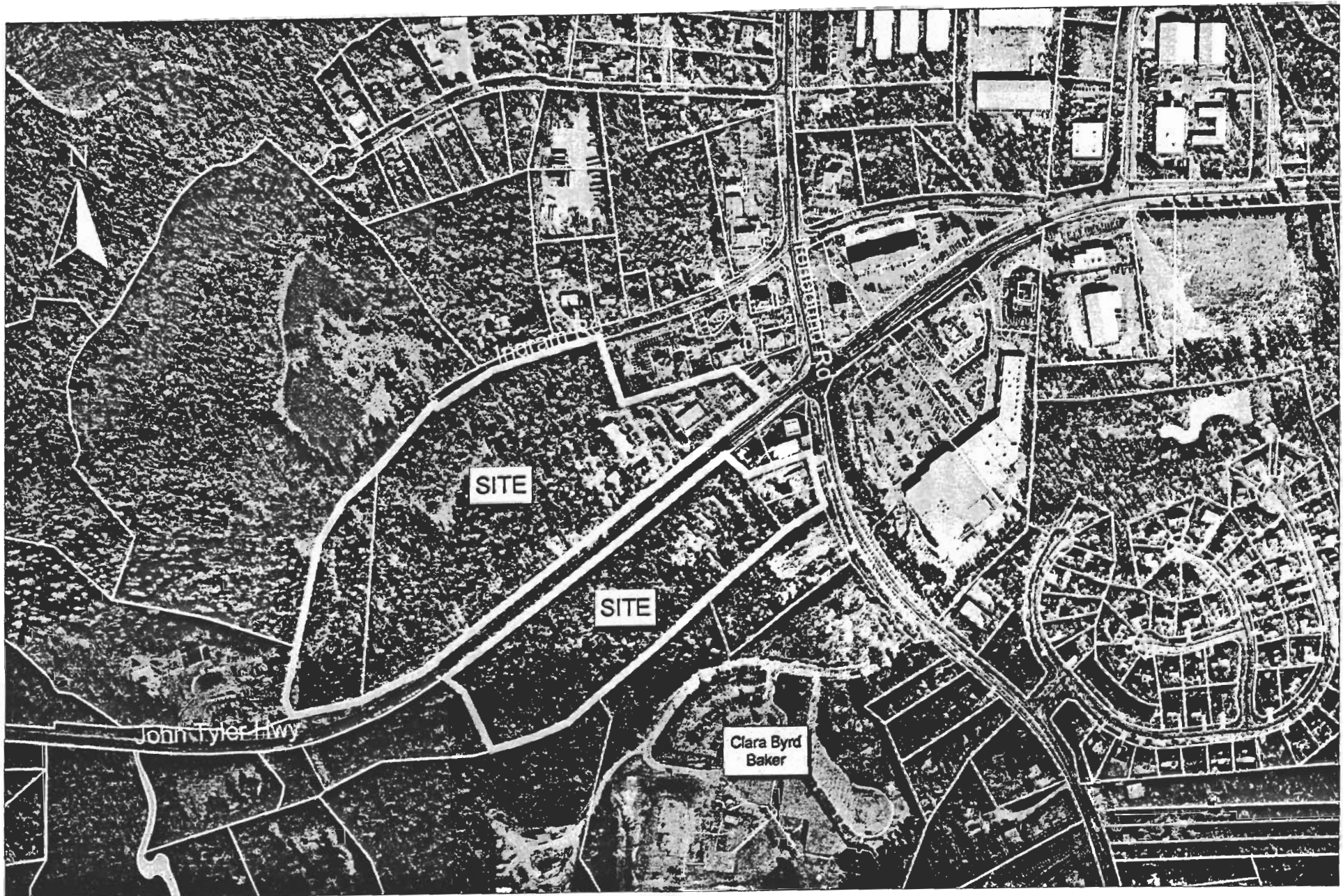
With the submitted proffers, staff finds the proposal will not negatively impact surrounding property. Staff also finds the proposal generally consistent with surrounding land uses, the Land Use policies of the Comprehensive Plan, the Comprehensive Plan Land Use Map designation, and the Primary Principles for Five Forks Area of James City County. Staff also finds that the added benefit of affordable housing will meet an important need in James City County and the proposed open space will provide significant protection to the John Tyler Highway Community Character Corridor. Staff recommends the Planning Commission recommend approval of the rezoning and master plan applications and acceptance of the voluntary proffers.

Matthew D. Arcieri

Attachments:

1. Location map
2. Master Plan (under separate cover)
3. Community Impact Statement
4. Proffers
5. Primary Principles for the Five Forks Area of James City County

Z-7-03/MP-8-03 Governor's Grove at Five Forks



Community Impact Study

For the

Master Plan

Prepared For

The Governor's Grove at Five Forks

National Housing Corporation

448 Viking Drive, Suite 245
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October 22, 2004
AES Project Number 9263

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I. INTRODUCTION

National Housing Corporation is proposing to rezone approximately 23.26 acres in James City County from R-8 and B-1 zoning to Mixed Use, MU zoning. The property is located on and bisected by John Tyler Highway (Route 5) just west of the Five Forks intersection at Ironbound Road. The property contains approximately 14.93 acres zoned R-8 and B-1 on the north side of Route 5 and approximately 8.33 acres zoned R-8 and B-1 on the south side of Route 5. Approximately 1.60 acres will remain B-1 along with the present commercial uses thereon.

The site currently houses 10 mobile home trailers, 10 sheds, several outbuildings, a motel, a campground office building, and an asphalt road network to serve the present uses. National Housing Corporation is proposing to redevelop and replace this aging facility by building 213 affordable multi-family homes on the northern portion of the property while retaining approximately 5,670 square feet of existing commercial and retail establishments that are currently in place. The southern portion of the property is proposed to be left undeveloped and approximately 2 acres of support commercial office/retail or light industrial.

The purpose of this report is to summarize and organize the planning efforts of the project team into a cohesive package for Staff review, which addresses the pertinent planning issues and the requirements of the Mixed Use zoning district.

National Housing Corporation has a long history of creating attractive affordable housing communities and presently has developed over 6,000 homes throughout the United States with more than 2,500 of those units located in the Commonwealth of Virginia. This new community will provide housing that is affordable to local residents and will be based upon the guidelines and eligibility requirements set forth by the Virginia Housing Development Authority.

National Housing Corporation enjoys a long-standing history of affordable housing construction in The Commonwealth and National Housing communities were some of the first constructed in partnership with the Virginia Housing Development Authority after its inception. Due to their value, sound construction, amenities, and the quality of life provided to its residents,

these communities have typically stood at the forefront of the VHDA partnerships portfolio. Traditionally, National Housing Corporation's communities have become home to a wide range of residents, including young professionals, teachers, policemen, firemen, military personnel, service industry and staff level government employees who might otherwise be precluded by their income levels from residing in market rate equivalent, quality homes. More information about National Housing Corporation and their existing properties is included later within the text of this report.

II. THE PROJECT TEAM

The organizations that participated in the preparation of the information provided in this impact study are as follows:

- Developer - National Housing Corporation
- Civil Engineering - AES Consulting Engineers
- Environmental - ECS Engineering Consulting Services, Ltd
- Traffic - DRW Consultants, Inc.
- Legal - Geddy, Harris, Franck, and Hickman
- Archaeological - ECS Engineering Consulting Services, Ltd.
- Fiscal - The Wessex Group, Ltd.
- Land Planning - AES Consulting Engineers

Key components of this Community Impact Study are:

- Analysis of Impacts to Public Facilities and Services
- Traffic Impact Study
- Fiscal Impact Study
- Archaeology Phase 1-A
- Phase I Environmental Site Assessment with Wetlands section
- Preliminary Subsurface Exploration and Geotechnical Engineering Analysis

III. PROJECT DESCRIPTION

National Housing Corporation is proposing to build 213 affordable multi-family homes on the northern portion of the property and leave the existing commercial and retail establishments in place. The southern portion of the property includes 6.33 acres of open space and approximately 2.0 acres of support commercial.

A site analysis revealed the following results:

Total acreage:	24.86 acres
Area remaining B-1:	1.60 acres
Wetland and stream areas:	0.65 acres
Areas of 25% or greater slope:	0.80 acres
Total area of non-developable acreage:	1.45 acres

The non-developable 1.45 acreage is approximately 6% of the total parcel acreage, well below the 35% threshold allowing for the density to be based on the total acreage per 24-523 of the zoning ordinance. See the Environmental Inventory drawing identifying areas of non-developable and net developable acres.

The proposed development is as follows:

The development of the northern portion of this development:

- 1) The existing commercial use consisting of approximately 5,670 square feet of existing commercial space will remain on approximately 1.60 acres, and this area will remain B-1. Approximately 0.65 acres of B-1 will be rezoned MU and the existing 10,770 square feet of motel/lodging and campground office building will be removed.
- 2) 213 multi-family, affordable units will be built on approximately 14.93 developable acres (Use Designation D).

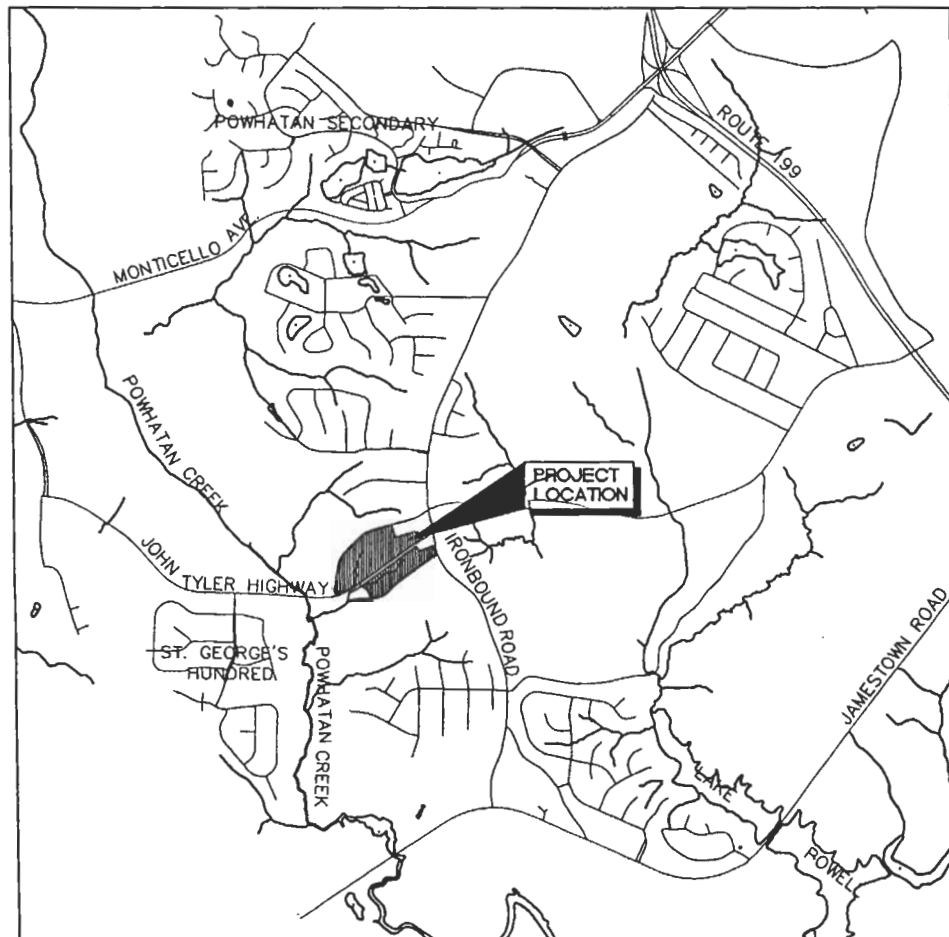
The development of the southern portion of this project:

- 3) Commercial use consisting of approximately 30,000 square feet commercial space (Use Designations E, F or G) on approximately 2 acres, and;

- 4) 6.33 Acres will remain as open space and a storm water facility (Use Designation J).

The project location is shown on the following exhibit:

Exhibit 1



A. Planning Considerations

A review of the Comprehensive Plan of James City County shows this area designated as "Moderate Density Residential." Under this classification, a minimum density of four dwelling units per acre up to twelve dwelling units per acre is allowed. The Mixed Use, MU Zoning will achieve the goals of the comprehensive plan which states for the Five Forks area: that limited

commercial developments continue at the intersection with moderate density residential encouraged as a secondary use. The Mixed Use zoning promotes “a multi-use planned community which may include residential, commercial, industrial (with a predominant focus on light industrial,) office and other nonresidential uses. Mixed Use zoning provides flexibility, unity and diversity in land planning and permits densities and intensities of development in excess of those normally permitted in customary residential and commercial zoning districts (Section 24-514 of the James City County Zoning Ordinance). The proposed Master Plan conforms to the current Comprehensive Plan’s recommendation for Medium Density Residential. With this proposal, 213 residential units are planned for 23.26 acres, yielding 9.3 dwelling units per acre. This density also is within the density outlined in the Resolution for the “Primary Principles for Five Forks Area of James City County approved September 28, 2004 by the James City County Board of Supervisors.

An additional planning consideration is conformance to open space and density requirements for the zoning designation. Under Section 24-524 of the Code of James City County, 10% of the net developable area of any Mixed Use Development shall be retained in usable open space. This development will exceed this obligation with a minimum open space area estimated at approximately 15 acres of the 23.26 acres of the parcel, or 60 % of the gross area.

The residential sections will be developed under designation D (Attached structures of three stories or more and containing more than four dwelling units). Per 24-523 of the Code of James City County this designation allows up to 18 dwelling units per acre. The JCC Comprehensive Plan for Moderate Density Residential allows up to 12 units per acre. While the proposed density in section 1 exceeds 12 dwelling units per acre in the multi-family section the overall residential density of the development will not exceed twelve dwelling units per acre. The density of these parcels is based on the net developable area with the provision of 10 % open space. Areas of wetlands and slopes greater than 25% are not counted towards meeting the 10% open space requirement. The 213 single-family attached and multi-family units will yield a gross density of 9.3 dwelling units per total acre. This density is below the thresholds of maximum density outlined in Section 24-523 of the Code of James City County.

IV. ANALYSIS OF IMPACTS TO PUBLIC FACILITIES AND SERVICES

The subject property for rezoning is located within the Primary Service Area of James City County. Parcels and subsequent land development activities within the Primary Service Area are required to connect to public water and sanitary sewer service provided by the James City Service Authority (JCSA).

A. Public Water Facilities

The subject property will be served with public drinking water by the existing JCSA water distribution system in the general area. A 12-inch water main presently exists along John Tyler Highway, (Route 5) and will be the primary potable water source connection for this proposed development. The property will be irrigated but the irrigation system will recycle water from the proposed on-site wet pond with a well as a back-up system. It should be noted that adjacent to the property, and currently under construction is the new Desalination facility that will be online prior to the construction of this residential community.

A preliminary water model will be completed prior to final plans. The model will examine volume and pressures throughout the immediate water system area. The water model will account for all multi-family residential buildings having sprinkler fire suppression system meeting NFP-13R.

B. Public Sewer Facilities

The subject property will be served by extensions to the public sewer system of JCSA. The sanitary sewer extension will be gravity sewer connection to the existing Powhatan Creek Collector that flows into existing Lift Station 1-1. Presently a good portion of the flow to this lift station will be redirected with the alterations to Lift Station 1-2. Lift Station 1-2 currently lifts wastewater to the trunk line that will serve Governor's Grove. The construction drawings for the

renovations of lift station 1-2 have recently been completed. These renovations will allow the lift station to adequately provide sewer service for the entire “sewershed,” by re-directing the sewage flows from the lift station towards a nearly complete Hampton Roads Sanitation District 30-inch force main paralleling John Tyler Highway. This wastewater flow would then no longer go to lift station 1-1 or the existing sanitary trunk line that serves Governor’s Grove.

Table 1

Development	Units	(GPD/Unit)	Flow (GPD)	(hrs)	(GPM)	Peak Flow
RESIDENTIAL						
Multi-family condo	213	250	53,250	24	37.0	92.4
NON-RESIDENTIAL						
Commercial office/retail	30,000 SF	0.2	6,000	12	8	21
Active Recreation	2	300	600	12	0.8	2
subtotal			6,600		9	23
Total GPD			59,850		46	115

Table 1 above shows the proposed flows that will be generated by this new development. The flows from this development will not have an impact on the existing system, as they will come on line after the rerouting of lift station 1-2.

C. Public Schools

Governor’s Grove is located within the Clara Byrd Baker Elementary School, James Blair Middle School, and Jamestown High School districts. Under the proposed Amended Master Plan, a total of 213 multi-family residential uses are proposed with 20% one bedroom and 80% of the units will be two or three bedroom. Approximately 20% or 43 units will be one bedroom and not have school age children. Table 2 below shows the projected students generated from the proposed development. Table 3 shows the current school capacities and enrollments for 2003.

Table 2

student generation	residences	generator	total students
multi/attached housing units	170	0.3	51

Table 3

Existing Public School Facility	Design Capacity	Program Capacity	current 2004 Enrollment	capacity	% of student breakdown	Additional students
Clara Byrd Baker	804	691	773	31	47.00%	24
James Blair Middle School	625	621	583	42	24.00%	12
Jamestown High School	1250	1250	1452	-202	29.00%	15
subtotal	2679	2562	2808	-129	100.00%	51

As the chart in Table 3 shows, there is design capacity for this development at Clara Byrd Baker Elementary School but not for program capacity. Five Temporary trailers have been installed to meet current program capacity. There is design and program capacity at James Blair Middle School. Also the current enrollment projections by Williamsburg-James City County Public Schools shows these two schools with declining student populations through 2008, The residential component of Governor's Grove is scheduled to be completed by 2008.

Table 3 also shows that presently Jamestown High School is currently over design and program capacity. On May 13, 2003 the James City County Board of Supervisors voted to purchase land for a third high school to solve current enrollment capacity issues and prepare for future growth in the county. This new high school site is at the intersection of Centerville Road and Richmond Road. If voting for the school Bond this November passes, the new High School facility is scheduled to open August 2007 and will solve the current overcrowding of Lafayette and Jamestown High Schools.

D. Fire Protection and Emergency Services

As multi-family housing community, demand for fire protection and emergency service to this one location may be higher than normal. There are currently five fire stations providing fire protection and Emergency Medical Services (EMS) services to James City County. The

closest fire station to the subject site is station number 3 located at 5077 John Tyler Avenue, east of this project. From this station, an estimated response time would be less than four minutes.

The next closest fire station to the subject site would be station number 5 at 3201 Monticello Avenue. Although more distant than the John Tyler station, response time to the site is satisfactory if an emergency event occurs requiring additional fire and life safety support. Taken collectively, these two fire stations, and the emergency medical staff available at these stations, will provide more than adequate response in emergencies.

There are fiscal impacts associated with the performance of the additional services needed for this proposed development. Fiscal impact information for fire protection and emergency services can be found in the fiscal impact report prepared by The Wessex Group, Ltd.

E. Solid Waste

The proposed development on the subject property will generate significant quantities of solid wastes that will require collection and disposal to promote a safe and healthy environment. Reputable, private contractors, hired by the community management or homeowners' association, will handle the collection of solid waste. Both household trash and recyclable material will be removed from this site to the nearest solid waste transfer station.

F. Utility Service Providers

Virginia Natural Gas, Dominion Virginia Power, Cox Communications, and Verizon Communications provide, respectively, natural gas, electricity, cable TV service, and telephone service to this area. The current policy of these utility service providers is to extend service to the development at no cost to the developer when positive revenue is identified plus with new land development these utility service providers are required to place all new utility service underground.

V. ANALYSIS OF ENVIRONMENTAL IMPACTS

A. Preliminary Wetland Determination

Investigations were conducted by Engineering Consulting Services, Inc. (ECS) in the summer of 2003 for the entire Governor's Grove property. The technical criteria outlined in the 1987 Corps of Engineers Wetland Delineation Manual were applied in order to map wetland resources that would fall under the jurisdiction of Section 404 of the Clean Water Act. The wetlands have been reviewed and approved by the COE and a Jurisdictional Determination letter dated July 7, 2003 is attached in the appendix. The extent of wetland features is shown on the Environmental Inventory plan for this development.

Based on the investigation by ECS and field surveying by AES approximately 0.65 acres of wetlands are present on the Governor's Grove property, associated with several drainage-ways of Powhatan Creek. USGS mapping does not show the existing swales that are incorporated into these wetlands as either perennial or intermittent.

In the Illustrative Concept Plan for the proposed development, some disturbance of the wetland environment is shown. A small portion of the parking on the northern residential section will impact a very narrow wetland area. In addition there may be some temporary disturbances associated with gravity sewer connections and the grading associated with constructing the stormwater/best management ponds.

The request letter to the U.S. Army Corps of Engineers for Jurisdictional Determination is in the Appendix along with a copy of the Field Approval Jurisdictional Determination.

B. Resource Protection Areas

ECS's analysis of on-site resources included a review of the wetland features and adjacent creek systems to determine the extent of RPA features subject to jurisdiction under the Chesapeake Bay Preservation Act. The USGS mapping does not show the existing drainage swales as either perennial or intermittent, the existing on-site wetlands are not adjacent to the non-tidal mainstem Creek and as such should not be considered RPA features.

C. Powhatan Creek Watershed

In a report prepared for James City County by the Center for Watershed Protection "*Powhatan Creek Watershed Management Plan*", 'Draft' dated November 2001, it was noted that rapid development has occurred within the Powhatan Creek watershed, posing a threat to natural habitats and the water quality benefits of this tributary. In 2001, the Center for Watershed Protection made recommendations for various sub-watersheds of Powhatan Creek to maintain the quality of this stream habitat. The Governor's Grove is located along the upper limit of the Tidal Mainstem of Powhatan Creek. The recommendations for the area of the Governor's Grove are:

Watershed Education

- Fecal coliform problem and source education—septics, pets, natural sources.
- The importance of natural buffers for wetlands and other aquatic resources.

Aquatic Buffers

- Establishment of a program to assist landowners in the creation of buffer zones.
- Preservation in the form of a buffer up to 300 feet on new development to protect important marsh transition zones is important to wildlife and marsh bird species as a refuge during high tide.

- Increased forest buffer on the Paleochannel wetlands on the south side of the Mainland farm.

Better Site Design

- Cluster type development to allow for the preservation of the marsh buffers.

Stormwater Management

- Stormwater management with an added focus on fecal coliform removal.

The development of the Governor's Grove will be supporting the recommendations to maintain the quality of Powhatan Creek through the following:

1. The development will incorporate stormwater management facility(s) / best management practice design(s) to honor James City County's stormwater management goals, maintain high stream quality and address the fecal coliform issue.
2. The development will provide 50', 75' and 150' buffers areas at the perimeter of the development, encompassing existing wetlands and preserving the majority of the wetland areas associated with the Powhatan Creek. The majority of the buffers will be left natural.
3. The development on the south side is to remain undisturbed closest to the limits of the RPA of Powhatan Creek to maintain the quality of the RPA.

To make a quantitative comparison of how the land development by the proposed Master Plan supports the goals of the *Powhatan Creek Watershed Management Plan*, the existing site was reviewed under the guidance of this plan with the following results quantified:

- The site contains very little wetlands. Only 0.65 acres of wetlands were verified by the COE on this site. The proposed disturbance will require an Activity 1, Category 1 permit through the Virginia Department of Environmental Quality. Any wetland

area disturbed will either be mitigated on-site or contribution made to recreate wetlands off-site.

- The development will provide approximately 15 acres of open space (60% of the site) as natural areas (greenbelt buffers, peripheral setbacks and transitional screening, parking islands and other open space). These areas provide added benefit by limiting opportunities for impervious cover on this site and in the tidal mainstem of the Powhatan Creek.

In summary this is not a vacant property but the redevelopment of an aging commercial campground, mobile home park and motel. Rezoning the site to MU and providing additional buffers along the perimeter is an opportunity for improvement over the existing development. The new mixed-use development is similar to cluster development and helps this development meet the overall goals of the Powhatan Creek Watershed Study.

D. Archaeology

In July of 2003, ECS conducted research and a walkover in lieu of a Phase I archaeological survey of the Governor's Grove property along both sides of John Tyler Highway. That walkover and research by ECS found no identifiable archaeological sites or locations. Additionally, a search of the database of the Department of Historic Resources of the Commonwealth of Virginia was performed by ECS. That database and mapping does not show any records of historic sites on the Governor's Grove property. A copy of the correspondence between ECS and the Virginia Department of Historic Resources can be found in Appendix II.

E. Soils and Vegetation

Soils

The *Soil Survey of James City and York Counties and the City of Williamsburg, Virginia* (USDA 1985) maps several soil types within the Governor's Grove property boundary. The Governor's Grove property is predominantly situated on well-drained soils of Emporia, Craven, and Slagle. The hydrologic classifications of these soil types are within group C. The mapping can be seen on the attached Environmental Inventory Drawing. Also the northern portion of the

property has been investigated and a Preliminary Subsurface Exploration and Geotechnical Engineering Analysis by ECS Ltd are included in this booklet.

Vegetation

The site is located in the Coastal Plain Floristic Province as described in *The Natural Geography of Plants* (Gleason and Cronquist 1964). The typical forest of this province contains extensive stands of pines with over two-dozen other hardwood species intermixed. James City County color aerial photography and a site visit determined that the site is 85% forested with mixed hardwoods and evergreen trees.

Vegetation communities on this property may be classified into three general categories as follows: 1) upland hardwoods; 2) secondary growth or scrub/shrub complexes; and 3) wetlands (see wetlands report by ECS Ltd). Of the forested regions on the Site, the predominant community type consists of hardwood stands intermixed with mature Loblolly pines. The forested uplands are situated on nearly level to steep slopes, and are characterized by a well-developed, layered structure, with most canopy specimens ranging from 50-70 feet in height. Typical canopy species include beech (*Fagus grandifolia*), oak (*Quercus* spp.), hickory (*Carya* spp.), tulip tree (*Liriodendron tulipifera*), sweet gum (*Liquidambar styraciflua*), red maple (*Acer rubrum*), and loblolly pine (*Pinus taeda*). Understory species include American holly (*Ilex opaca*), wax myrtle (*myrica*), hardwood saplings, and huckleberry (*Gaylussacia* spp.).

VI. ANALYSIS OF STORMWATER MANAGEMENT/BMP

A brief needs-analysis for stormwater management, meeting the general criteria of the Commonwealth of Virginia and James City County's stormwater requirements, was completed as a component of the planning for the proposed Master Plan Amendment of the subject.

The goal of the stormwater management plan is to adhere to local and state stormwater requirements using Best Management Practices (BMP's) that provide the maximum coverage while minimizing environmental impacts. In evaluating preliminary stormwater management solutions of the proposed development on the subject site, the unique site characteristics are considered. Preliminary site observations and mapping identify unique site characteristics considered in stormwater management planning:

- Small portion of non-tidal wetlands of Powhatan Creek in three existing swales
- Stormwater management for this site seeks to manage the quality and quantity of the stormwater runoff. In James City County, the Environmental division requires a 3-step, 10-point Best Management Practice (BMP) method to demonstrate compliance with the County's Chesapeake Bay Preservation Ordinance (CBPO). The methodology allocates open space credit for land that is not developed and provides credit for all segments of the site that drain and are controlled by an adequately sized structural BMP. BMP credits can also be accumulated for providing stormwater quality improvement for off-site development and parcels within the watershed of the proposed stormwater management / best management practice facility (SWM / BMP). Structural BMP's are assigned from 4 to 10 points depending on particular design and storage volume. Highly efficient wet ponds, infiltration basins, and marsh BMPs receive 9 or 10 points of credit. The total point value for the site is obtained by taking the fraction of the site served by a structural BMP or open space credit and multiplying it by its assigned point value and then summing the values. A total of ten points for the site is necessary to demonstrate satisfactory compliance.

In preliminary analysis of the subject, stormwater management and improvement in stormwater quality may be achieved with the construction of several SWM / BMP facilities

located on adequate acreage and appropriate conditions to handle the watershed. When combined with the quality benefits provided by the naturally occurring non-tidal wetlands on the proposed development of the Governor's Grove under the Amended Master Plan will have minimal impacts to the surrounding environment.

Specifically, two SWM / BMP are envisioned for Governor's Grove. The southern section of Governor's Groves will contain a SWM / BMP facility on the rear of the property away from the environmentally sensitive area along Route 5 as shown on the Illustrative Concept Plan. The northern section will be served by a separate SWM / BMP facility in the location shown on the Illustrative Concept Plan. Both of these facilities will treat not only the impervious area of the site, but also off-site areas that are currently untreated. To address the added focus of fecal coliform removal stressed in the Powhatan Creek Watershed Management Plan, infiltration or bioretention of stormwater runoff is necessary. The SWM / BMP facilities proposed for the Governor's Grove development will incorporate these concepts. To achieve the remaining points required by the Environmental Division, Open Space Conservation Easements will be placed over undeveloped areas of the parcel including those adjacent to Powhatan Creek and the associated Resource Protection Area (RPA) Buffer.

This conceptual solution to stormwater management and water quality minimizes the impacts of the proposed development on the surrounding environment to an acceptable stormwater management and water quality compliance. As a part of this impact study, a preliminary BMP point analysis has been prepared for the Governor's Grove, and is presented in Appendix III.

VII. ANALYSIS OF IMPACTS TO TRAFFIC

A Traffic Study has been prepared by DRW, Inc. A copy of the findings from this traffic study is found in this booklet.

VIII. ANALYSIS OF FISCAL IMPACTS

A Fiscal Impact Study has been prepared by The Wessex Group. A copy of the findings is found in this booklet.

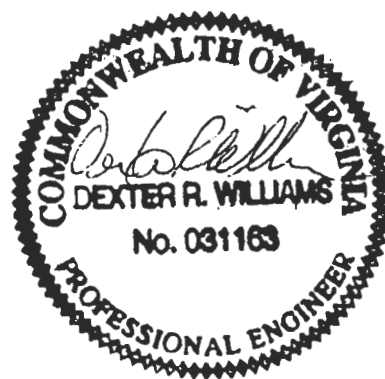
Traffic Analysis For Governor's Grove

JAMES CITY COUNTY, VIRGINIA

For:
National Housing Corporation

By:
DRW Consultants, Inc.
Midlothian, VA

August 29, 2004



INTRODUCTION

National Housing Corporation proposes to develop a residential area and a small commercial property in the Five Forks area of James City County. The name for the overall development is Governor's Grove. The Governor's Grove site location in the Williamsburg region is shown on Exhibit 1.

The locations of the two different areas of Governor's Grove are shown on Exhibit 2. All of the areas are located west of Ironbound Road (Rt. 615). 219 apartments are proposed for the residential area located on the north side of Rt. 5, which will have access to a single driveway on Rt. 5. The residential area is currently occupied by the Five Forks campground and motel. A small commercial parcel with access on Ironbound Road south of Rt. 5 is planned for office use with a single driveway on Ironbound Road.

This traffic study has been prepared to determine the turn lane needs for Governor's Grove access and traffic levels of service. This traffic study is an update of a previous study dated August 14, 2004, which had a different development plan. This traffic study has been updated to address current proposed land uses, VDOT comments in their letter of 09-12-03, and to include traffic level of service (LOS) tables as requested by JCC staff.

EXISTING PEAK HOUR TRAFFIC

For this traffic study, turning movement traffic counts were conducted at the intersection of Rt. 5 and Ironbound Road. The counts were conducted from 7 to 9 AM on Wednesday, July 30, 2003 and from 4 to 6 PM on Tuesday, July 29, 2003. The tabulated count results are shown on Appendix Exhibits A1 and A2. Exhibit 3 shows AM and PM existing peak hour traffic at the intersection with existing approach lane configurations. Exhibit 3 also shows proposed access to the two components of Governor's Grove.

Existing peak hour level of service (LOS) calculations using Highway Capacity Software (HCS) are shown on Appendix Exhibits E1 and E2 for the AM and PM peak hours,

respectively. There is an existing LOS C overall for the signalized intersection of Rt. 5/Ironbound Road in the AM and PM peak hours.

2008 PEAK HOUR BACKGROUND TRAFFIC

Exhibit 4 shows daily traffic counts on Rt. 5 published by James City County and the resulting trend forecast to 2008 using linear regression analysis. Governor's Grove is anticipated to be built out within 5 years.

Stations 41 and 42 on Rt. 5 as shown on Exhibit 4 have differing results: Station 41 shows a continuous declining trend since 1999, whereas Station 42 shows a slight rate of decline. For purposes of this traffic study, a 1.10 growth factor is used, which reflects a 2% per year growth rate.

Exhibit 5 shows 2008 peak hour background traffic with a 1.10 growth factor. 2008 background traffic peak hour LOS calculations with the existing lane configuration are shown on Appendix Exhibits F3 and F4 for the AM and PM peak hours, respectively. There is LOS C overall for the intersection for 2008 AM and PM peak hour background traffic.

GOVERNOR'S GROVE TRIP GENERATION, DISTRIBUTION AND ASSIGNMENT

Exhibit 6 shows trip generation values for the two components of the Governor's Grove using Trip Generation, 7th Edition (TG7). For trip distribution of residential uses, a 35% west/65% east trip distribution is used. The 65% east distribution is split based on the percentage of turning movements at the Rt. 5/Ironbound Road intersection (see Appendix Exhibit B for the percentage calculations). For commercial office use, the proportional flow of all traffic entering and exiting the Rt. 5/Ironbound Road intersection is used to calculate trip distribution percentages.

Table 1 on Exhibit 6 shows trip generation and distribution for the residential area, and trip assignments are shown on Appendix Exhibit C1. For the office use, trip generation and

distribution is shown in Table 2 on Exhibit 6, and trip assignments are shown on Appendix Exhibit C2. Exhibit 7 shows AM and PM peak hour site trip assignment for all of Governor's Grove.

TOTAL 2008 PEAK HOUR TRAFFIC

Exhibit 8 shows total 2008 AM and PM peak hour traffic (sum of Exhibit 5 background traffic and Exhibit 7 site traffic).

2008 total traffic peak hour LOS calculations with the existing lane configuration are shown on Appendix Exhibits E5 and E6 for the AM and PM peak hours, respectively, for the Rt. 5/Ironbound Road intersection. There is LOS C overall for the intersection for 2008 AM and PM peak hour total traffic.

At the Governor's Grove access on Rt. 5, LOS calculations are shown on Appendix Exhibits F1 and F2. There is LOS C for the southbound approach in the AM peak hour and PM peak hours for this unsignalized intersection. There is LOS A for eastbound left turns on Rt. 5 during both the AM and PM peak hours.

At the Governor's Grove residential driveway on Rt. 5, a left turn lane is warranted in the eastbound direction (see Appendix Exhibits G1 for left turn lane warrant graph). A right turn lane is warranted on westbound Rt. 5 (see Appendix Exhibit G2 for right turn lane warrant graph).

At the Governor's Grove access on Ironbound Road, LOS calculations are shown on Appendix Exhibits F3 and F4. The eastbound approach has LOS B in the AM peak hour and LOS C in the PM peak hour. There is LOS A for the northbound left turn on Ironbound Road during the AM and PM peak hours.

At the Governor's Grove office driveway on Ironbound Road, the left turn lane warrant is met in the PM peak hour although there are only two vehicles per hour making the left turn. The northern end of the commercial property is within the existing northbound left turn lane

on the Ironbound Road approach to Rt. 5 and should be adequate. No right turn lane or taper is warranted. See Appendix Exhibits G3 and G4 for turn lane warrant graphs.

SUMMARY AND CONCLUSIONS

The following table compares the overall LOS at the Rt. 5/Ironbound Road intersection for the different conditions presented in this study:

TABLE ONE
SIGNALIZED INTERSECTION LOS AT
RT. 5/IRONBOUND ROAD

CONDITION	AM PEAK HOUR LOS									
	Overall	EB Left	EB T/R	WB Left	WB Thru	WB Right	NB Left	NB T/R	SB Left	SB T/R
2003 Existing (w/o Site)	C – 25.1	C – 31.4	C – 23.2	C – 28.7	B – 18.8	B – 17.7	C – 32.4	C – 29.0	C – 33.4	C – 25.7
2008 Background (w/o Site)	C – 26.6	C – 31.8	C – 25.3	C – 28.7	B – 19.1	B – 17.9	C – 32.8	C – 31.7	C – 34.2	C – 27.0
Total 2008 (with Site)	C – 28.4	C – 33.3	C – 30.8	C – 29.0	B – 19.3	B – 17.9	C – 33.0	C – 32.3	C – 34.2	C – 27.7
CONDITION	PM PEAK HOUR LOS									
	Overall	EB Left	EB T/R	WB Left	WB Thru	WB Right	NB Left	NB T/R	SB Left	SB T/R
2003 Existing (w/o Site)	C – 28.5	D – 42.0	C – 29.8	C – 32.8	C – 26.5	C – 22.8	C – 32.7	C – 24.1	C – 36.5	C – 26.6
2008 Background (w/o Site)	C – 31.6	D – 47.5	C – 33.9	D – 35.2	C – 28.4	C – 23.2	C – 34.0	C – 26.9	D – 39.8	C – 31.0
Total 2008- Lead/Lag (with Site)	C – 34.2	D – 52.4	D – 38.5	D – 35.6	C – 31.4	C – 23.2	D – 38.2	C – 28.6	D – 39.8	C – 33.8

Notes: Numeric values in seconds delay, with increasing value for decreasing LOS.

There is overall LOS C at the Rt. 5/Ironbound Road intersection for all conditions presented in this report.

The residential access on Rt. 5 will require an eastbound left turn lane and a westbound right turn lane. The commercial access on Ironbound Road will not require any additional turn lane improvements.

The following tables present LOS results for the two Governor's Grove accesses:

TABLE TWO
UNSIGNALIZED INTERSECTION LOS AT
RT. 5/GOVERNOR'S GROVE RESIDENTIAL ACCESS

CONDITION	AM PEAK HOUR LOS		PM PEAK HOUR LOS	
	Eastbound Left	Southbound Left/Right	Eastbound Left	Southbound Left/Right
Total 2008 (with Site)	A – 8.3	C – 20.9	A – 9.0	C – 22.1

Notes: Numeric values in seconds delay, with increasing value for decreasing LOS.

TABLE THREE
UNSIGNALIZED INTERSECTION LOS AT
IRONBOUND ROAD/GOVERNOR'S GROVE COMMERCIAL ACCESS

CONDITION	AM PEAK HOUR LOS		PM PEAK HOUR LOS	
	Eastbound Left/Right	Northbound Left	Eastbound Left/Right	Northbound Left
Total 2008 (with Site)	B – 13.8	A – 7.9	C – 22.5	A – 8.6

Notes: Numeric values in seconds delay, with increasing value for decreasing LOS.

All movements at the Governor's Grove accesses have LOS C or better.



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Memo

To: National Housing Corporation

From: Stephanie Harper, *The Wessex Group, Ltd.*

Date: July 19, 2004

Subject: Revisions to the Application for *Governor's Grove in Williamsburg: An Affordable Housing Development* submitted in October of 2003

The purpose of this memo is to show the net difference to the county for revisions made to an application that was submitted by National Housing Corporation in October of 2003 to James City County for a development called Governor's Grove in Williamsburg. *The Wessex Group* conducted the original fiscal impact analysis for the development, but the developer has made several changes to the development plan since the study was conducted. Provided below is the original 2003 and current development plan for the Governor's Grove development, and a summary of the changes. No other changes have been assumed.

Development Variables	2003 Plan	2004 Design	Change
MF rental apt. units	216	216	Unchanged
MF rental townhouse units	59	0	Decrease of 59 units
Commercial SF	12,000 SF commercial SF	30,000 SF commercial SF	Increase 18,000 commercial SF

Table 1 below presents the original fiscal impacts to the county for this development as reported in October of 2003. Originally, the net fiscal impact to the county at buildout and beyond was a loss of \$751,000. On the next page, Table 2 illustrates the current fiscal impacts to the county generated by this development after making the changes to the plan as described above. The new development plan will take one less year to complete since the proposed townhouse units are not being constructed (all 59 units were to be built in Year 5), so buildout is Year 5 not Year 6 for the new development plan.

Table 1

Governor's Grove - Net Fiscal Impact Based on Original Development Plan

Cash Inflow and Outflow	Year 1	Year 2	Year 3	Year 4	Year 5	Buildout
Total Annual Revenues	\$197,000	\$206,000	\$317,000	\$392,000	\$456,000	\$494,000
Total Annual Expenditures	19,000	543,000	558,000	982,000	989,000	1,245,000
Net Fiscal Impact	\$178,000	(\$337,000)	(\$241,000)	(\$590,000)	(\$533,000)	(\$751,000)

Only changes take place in the revenues, expenditures and fiscal impact in Year 4 and 5 of this development because the townhouse units are not being built in Year 5, and an increase of 18,000 SF of commercial development will take place in Year 4. No changes occurred to the development plan in Years 1 through 3. As shown below, the net fiscal impact to the county for the 2004 development plan for Governor's Grove generates a lower loss of \$584,000 at buildout.

Table 2
Governor's Grove - Net Fiscal Impact Based on Current Figures

Cash Inflow and Outflow	Year 1	Year 2	Year 3	Year 4	Year 5
Total Annual Revenues	\$197,000	\$206,000	\$317,000	\$406,000	\$397,000
Total Annual Expenditures	\$19,000	\$543,000	\$558,000	\$983,000	\$981,000
Net Fiscal Impact	\$178,000	(\$337,000)	(\$241,000)	(\$577,000)	(\$584,000)

Finally, Table 3 shows the net change in the fiscal impacts to the county generated by the described changes to the development plan for Governor's Grove. It is estimated the development will generate a net loss to the county of \$584,000 by buildout which is \$167,000 less than originally estimated at buildout.

Table 3
Governor's Grove - Net Change in Fiscal Impact

Fiscal Impact	Annually at Buildout	
	Original Plan	2004 Design
Governor's Grove in Williamsburg		
Net Fiscal Impact at Buildout	(\$751,000)	(\$584,000)
Net Change at Buildout		(\$167,000)

IX. CONCLUSION

In summary, this proposed development is not first-time construction on a vacant property but rather the redevelopment of an aging commercial campground, mobile home park and motel sites that have current, existing debris and environmental concerns. Rezoning and redeveloping the site to MU will lead to a clean-up of existing issues while providing new/additional buffers, green areas and add quality affordable housing to the local inventory. This Community Impact study concludes the following:

- Adequate public facilities (water and sewer, fire), and utility service provider services (gas, electric cable TV, telephone), are available for development.
- A Mixed Use development is proposed with this rezoning, which complements the intended land use designated on the current Comprehensive Plan for this area.
- Stormwater runoff from this site can be controlled and enhanced at acceptable levels.
- A proper balance is achieved with this Rezoning to support the goals of the *Powhatan Creek Watershed Management Plan* and maintain the orderly development and enhancement of the Five Forks area.

PROFFERS

THESE PROFFERS are made this 22nd day of October, 2004 by FIVE FORKS, VIRGINIA, INC., a Virginia corporation, and KATHRYN S. DALY, Successor Trustee to E. H. Saunders under the E. H. Saunders Revocable Trust dated July 29, 1997 (together with their successors and assigns, the "Owner") and NATIONAL HOUSING, LLC, a Virginia limited liability company ("Buyer").

RECITALS

A. Owner is the owner of four contiguous tracts or parcels of land located in James City County, Virginia, one with an address of 4360 John Tyler Highway, Williamsburg, Virginia and being Tax Parcel 4620100014, the second with an address of 4310 John Tyler Highway, Williamsburg, Virginia and being Tax Parcel 4620100037, the third with an address of 3191 Ironbound Road, Williamsburg, Virginia and being Tax Parcel 4710100035, and the fourth with an address of 3181 Ironbound Road, Williamsburg, Virginia and being Tax Parcel 4710100036, being more particularly described on Exhibit A attached hereto (together, the "Property"). A portion of the Property is now zoned B-1 and a portion is now zoned R-8. The Property is designated Moderate Density Residential on the County's Comprehensive Plan Land Use Map.

B. Buyer has contracted to purchase the Property conditioned upon the rezoning of the Property.

C. Owner and Buyer have applied to rezone the Property from B-1 and R-8 to MU, Mixed Use District, with proffers.

D. Buyer has submitted to the County a master plan entitled "Master Plan for Rezoning of Governor's Grove for National Housing Corporation" prepared by AES Consulting Engineers dated 8/27/2004 (the "Master Plan") for the Property in accordance with the County Zoning Ordinance.

E. Owner has submitted to the County a traffic impact analysis entitled "Traffic Analysis for Governor's Grove" prepared by DRW Consultants, Inc. dated August 29, 2004 (the "Traffic Study") for the Property.

F. On September 28, 2004, the Board of Supervisors of James City County adopted Primary Principals for the Five Forks Area of James City County (the "Primary Principals")

G. Owner and Buyer desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned MU.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and the County Zoning Ordinance, Owner agrees that it shall meet and comply with all

of the following conditions in developing the Property. If the requested rezoning is not granted by the County, these Proffers shall be null and void.

CONDITION

1. **Master Plan.** The Property shall be developed generally as shown on the Master Plan, with only minor changes thereto that the Development Review Committee determines do not change the basic concept or character of the development. There shall be no more than 213 residential dwelling units on the Property.

2. **Owners Association.** If units are to be offered for sale on the Property there shall be organized an owner's association or associations (the "Association") in accordance with Virginia law in which all unit owners in the Property, by virtue of their property ownership, shall be members. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the Association shall be submitted to and reviewed by the County Attorney for consistency with this Proffer. The Governing Documents shall require that the Association adopt an annual maintenance budget, which shall include a reserve for maintenance of stormwater management BMPs, recreation areas, private roads and parking areas, and shall require that the

association (i) assess all members for the maintenance of all properties owned or maintained by the association and (ii) file liens on members' properties for non-payment of such assessments. If units are to be offered for sale on the Property, Owner shall deposit into the maintenance reserve fund maintained by the Association the amount of \$1,000 and shall provide evidence of such deposit to the Director of Planning at the time of final site plan or subdivision approval. The Governing Documents shall grant the Association the power to file liens on members' properties for the cost of remedying violations of, or otherwise enforcing, the Governing Documents.

3. Water Conservation. (a) Water conservation standards shall be submitted to the James City Service Authority as a part of the site plan or subdivision submittal for development on the Property and Owner and/or the Association shall be responsible for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of irrigation systems and irrigation wells, the use of approved landscaping materials and the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources.

(b) If the Owner desires to have outdoor watering it shall provide water for irrigation utilizing surface water collection from the surface water pond that are shown on the Master Plan and shall not use James City Service Authority ("JCSA") water for irrigation purposes.

4. Affordable Housing. (a) Except as provided in paragraph (d) below, at least 50% of the total dwelling units on the Property shall be "Affordable" as defined in this Section. At least 50% of any rental units on the Property shall be Affordable and at least 50% of any for sale units on the Property shall be Affordable. Affordable Units shall be designated as such on site plans and/or subdivision plats prior to the County being obligated to grant final approval thereof.

(b) An Affordable rental unit shall mean a rental unit occupied by individuals or families whose incomes (individually or jointly) do not exceed the applicable percentage of the area median gross income as determined in accordance with the guidelines of the Virginia Housing Development Authority under the Federal Low Income Tax Credit program governed by Section 42 of the Internal Revenue Code. If the income of an occupant(s) of a rental unit on the Property does not exceed the applicable income limit under this Section upon commencement of the occupancy of the unit, the requirements of this Section shall be

deemed satisfied for the duration of occupancy of a unit by such occupant(s) regardless of a subsequent change in income. At least 20% of the rental units on the Property shall contain no more than one bedroom.

(c) An Affordable for sale dwelling unit shall mean any units on the Property reserved and offered for sale by the developer thereof at a price at or below \$120,000.00 subject to adjustment as set forth herein. The maximum price set forth herein shall be adjusted annually as of January 1 of each year by increasing such prices by the cumulative rate of inflation as measured by the Consumer Price Index - Urban, U.S. City Average annual average change for the period from January 1, 2004 until January 1 of the year in question. The annual increase shall not exceed five percent (5%). The Director of Planning shall be provided with a copy of the settlement statement for each sale at a price at or below the maximum prices set forth above. Owner shall consult with and accept referrals of, and sell to, potential qualified buyers from the James City County Office of Housing and Community Development on a non-commission basis.

(d) Owner shall apply for and diligently pursue an allocation of tax credits from the Virginia Housing Development Authority under the Federal Low Income Tax Credit program. If Owner is not awarded an allocation of tax credits for the

Property, the requirements set forth in paragraph (a) above that 50% of the total units and 50% of rental units be Affordable shall be reduced to require that 20% of the total units and 20% of the rental units be Affordable.

5. Cash Contributions for Community Impacts. For each dwelling unit on the Property that is not designated as an "Affordable" unit pursuant to Proffer 4 above (a "Non-Affordable Unit"), the one time cash contributions set forth in this Section 5 shall be made.

(a) A contribution of \$630.00 for each Non-Affordable Unit on the Property shall be made to the James City Service Authority ("JCSA") in order to mitigate impacts on the County from the physical development and operation of the Property. The JCSA may use these funds for development of alternative water sources or any project related to improvements to the JCSA water system, the need for which is generated by the physical development and operation of the Property.

(b) A contribution of \$1,000.00 for each Non-Affordable Unit on the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation

of the Property, including, without limitation, for emergency services equipment replacement and supply, school uses, off-site road improvements, library uses, transitional housing and public use sites.

(c) A contribution of \$500.00 for each Non-Affordable Unit on the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of the Property, including, without limitation, stream stabilization or other stormwater management projects in the Powhatan Creek watershed.

(d) The contributions described above, unless otherwise specified, shall be payable for each Non-Affordable Unit on the Property at or prior to the final approval of the site plan or subdivision plat for such unit.

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

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

(f) A single lump sum contribution of \$36,341.00 shall be made to the County prior to the County being obligated to grant final development plan approval for any development on the Property in order to mitigate impacts on the County from the

physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of the Property, including, without limitation, intersection improvements at the Route 5/Ironbound Road intersection.

6. **Route 5 Buffer.** There shall be a 150 foot buffer along the Route 5 frontage of the Property north of Route 5 generally as shown on the Master Plan. The buffer shall be exclusive of any lots or units and shall be undisturbed, except for the entrance, right turn lane and stormwater management facilities as shown generally on the Master Plan, the trails, sidewalks and bike lanes as shown generally on the Master Plan, and with the approval of the Development Review Committee, for utilities, lighting, entrance features and signs. Dead, diseased and dying trees or shrubbery, invasive or poisonous plants, windfalls and deadfalls may be removed from the buffer area. Supplemental landscaping generally as shown on the Master Plan shall be provided in the buffer area adjacent to the stormwater management BMP pond shown on the Master Plan at the time of construction of the pond.

7. **Entrances/Turn Lanes.** There shall be one entrance into Section 1 of the Property to and from Route 5 and one entrance

into Section 3 of the Property to and from Ironbound Road, all as generally shown on the Master Plan. An eastbound left turn lane and a westbound right turn lane on Route 5 shall be constructed at the entrance to the Property from Route 5. The turn lanes proffered hereby shall be constructed in accordance with Virginia Department of Transportation ("VDOT") standards and shall be completed prior to the issuance of the first certificate of occupancy. At the time of construction of the turn lanes proffered above, Owner shall install, to the extent not already existing, a three foot paved shoulder on the north side of Route 5. Owner shall reserve sufficient area for a future vehicular connection from Section 3 of the Property to the adjacent property to the north (Tax Parcel 4710100024).

8. **Sidewalk Connections.** There shall be pedestrian walkway connections from the internal sidewalks in Section 1 to the pedestrian walkway adjacent to Route 5 generally as shown on the Master Plan. There shall be internal sidewalks installed generally in the locations shown on the Master Plan, which may be installed in phases as residential units are constructed. Sidewalks shall be installed concurrently with the construction of adjoining units.

9. **Recreation.** Owner shall provide the recreational facilities shown on the Master Plan before the County is

obligated to grant certificates of occupancy for more than 60 dwelling units on the Property.

10. Pedestrian Trail/Easement. (a) There shall be a paved pedestrian trail at least five feet in width installed on Section 1 of the Property generally as shown on the Master Plan. The trail shall be located to avoid mature or specimen trees where reasonably feasible and the exact location of the trail shall be approved by the Director of Planning. The trail shall be either (i) installed or (ii) bonded in form satisfactory to the County Attorney prior to the issuance of any certificates of occupancy.

(b) At or prior to the County being obligated to approve site plans or subdivision plats for more than 60 residential dwelling units on the Property, Owner shall grant to the County free of charge an easement 35 feet in width over the area of Section 2 of the Property immediately adjacent to Route 5 permitting the County to construct and maintain a trail in the easement area.

11. Private Drives. All entrance roads, interior roads, driveways, lanes or drive aisles connecting the parking areas on the Property to Route 5 or Ironbound Road shall be private.

12. Environmental Protections. (a) The Owner shall maintain and preserve as open space with terms consistent with

these Proffers the area designated on the Master Plan as Open Space generally in the locations shown on the Master Plan. The exact boundaries of the Open Space shall be shown on subdivision plats and/or site plans of the Property. The Open Space shall remain undisturbed by Owner and in its natural state, except as set forth below. Dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from the Open Space. With the prior approval of the Environmental Division utilities may intrude into or cross the Open Space and clearing and construction activities necessary therefor may take place in the Open Space. Pedestrian paths, trails and bridges generally as shown on the Master Plan may intrude into or cross the Open Space and clearing and construction activities necessary therefor may take place in the Open Space. Stormwater BMPs may be located in the Open Space but shall not be located in nor impact the channel flow of perennial streams unless specifically approved by the Environmental Division. To the extent reasonably feasible, utility crossings shall be generally perpendicular through the Open Space and Owner shall endeavor to design utility systems that do not intrude into the Open Space. The Open Space shall be exclusive of lots or dwelling units.

(b) Owner shall submit to the County a master stormwater management plan as a part of the site plan submittal for the

Property, including the stormwater management facility generally as shown on the Master Plan, dry swales and/or improved groundwater infiltration methods and measures to reduce fecal bacteria, such as aeration and maintenance of appropriate water levels in the stormwater management pond, for review and approval by the Environmental Division. The master stormwater management plan may be revised and/or updated during the development of the Property with the prior approval of the Environmental Division. The County shall not be obligated to approve any final development plans for development on the Property until the master stormwater management plan has been approved. The approved master stormwater management plan, as revised and/or updated, shall be implemented in all development plans for the Property.

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

13. Archaeology. A Phase I Archaeological Study for the Property shall be submitted to the Director of Planning for his review and approval prior to land disturbance. A treatment plan shall be submitted to, and approved by, the Director of Planning for all sites in the Phase I study that are recommended for a

Phase II evaluation, and/or identified as being eligible for inclusion on the National Register of Historic Places. If a Phase II study is undertaken, such a study shall be approved by the Director of Planning and a treatment plan for said sites shall be submitted to, and approved by, the Director of Planning for sites that are determined to be eligible for inclusion on the National Register of Historic Places and/or those sites that require a Phase III study. If in the Phase II study, a site is determined eligible for nomination to the National Register of Historic Places and said site is to be preserved in place, the treatment plan shall include nomination of the site to the National Register of Historic Places. If a Phase III study is undertaken for said sites, such studies shall be approved by the Director of Planning prior to land disturbance within the study area. All Phase I, Phase II and Phase III studies shall meet the Virginia Department of Historic Resources' Guidelines for Preparing Archaeological Resource Management Reports and the Secretary of the Interior's Standard and Guidelines for Archaeological Documentation, as applicable, and shall be conducted under the supervision of a qualified archaeologist who meets the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards. All approved treatment plans shall be incorporated into the plan of

development for the site and shall be adhered to during the clearing, grading and construction activities thereon.

14. Architectural Review. Prior to the County being obligated to grant final development plan approval for any of the buildings shown on any development plan for any portion of the Property, there shall be prepared and submitted to the Director of Planning for approval architectural and landscaping plans, including architectural elevations, for the Director of Planning to review and approve for general consistency with the guidelines from Article III, Section 5 of the Primary Principals. The Director of Planning shall review and either approve or provide written comments settings forth changes necessary to obtain approval within 30 days of the date of submission of the plans in question. Final plans and completed buildings shall be consistent with the approved conceptual plans.

14. Updated Traffic Study. If any use is proposed on Section 3 of the Property with a materially, as determined by the Director of Planning, higher trip generation based on ITE trip generation figures than the use used in the Traffic Study which results in an overall materially, as determined by the Director of Planning, higher trip generation from Section 3 of the Property, then Owner shall submit with the proposed site plan for the new

use an updated traffic impact study to the Director of Planning and VDOT based on the new proposed use for their review and approval to confirm that the new A.M. and P.M. peak hour new trips from the different use fall within the trip generation thresholds set forth in Article I, Section 5 of the Primary Principals. If the update to the Traffic Study indicates trip generation from the different use exceeds the trip generation thresholds set forth in Article I, Section 5 of the Primary Principals, the County shall not be obligated to approve development plans for such use. If the County does approve development plans for such a use, at the time of final plan approval Owner shall make an additional one time cash contribution to the County calculated pursuant to the formula set forth on Exhibit B attached hereto for the incremental trip generation from the new use over and above the trip generation from Section 3 assumed in the Traffic Study in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of the Property, including, without limitation, intersection improvements at the Route 5/Ironbound Road intersection.

15. Commercial Setback. There shall be supplemental landscaping approved by the Director of Planning installed in the 25 foot setback between Section 3 of the Property and the adjacent R-8 property to the south (Tax Parcel 4710100057).

WITNESS the following signature.

Five Forks, Virginia, Inc.

By: Five Forks Virginia, Inc.
Title: Kathryn S. Daly

Kathryn S. Daly
Kathryn S. Daly, Successor
Trustee

National Housing, LLC

By: _____
Title: _____

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

The foregoing instrument was acknowledged this 22nd
day of October, 2004, by Kathryn Daly, as
of Five Forks, Virginia, Inc. on behalf of the corporation.

Vern M Sedberry III
NOTARY PUBLIC

My commission expires: 12/31/04.

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

The foregoing instrument was acknowledged this 22nd
day of October, 2004, by Kathryn S. Daly, Successor
Trustee to E. H. Saunders under the E. H. Saunders Revocable
Trust dated July 29, 1997.

Vern M Sedberry III

NOTARY PUBLIC

My commission expires: 12/31/04.

STATE OF VIRGINIA AT LARGE

CITY/COUNTY OF _____, to-wit:

The foregoing instrument was acknowledged this _____
day of _____, 2004, by _____, as
of National Housing, LLC on behalf of the company.

NOTARY PUBLIC

My commission expires: _____.

Exhibit A
Property Description

Parcel I

All that certain tract, piece or parcel of land, with any and all the buildings and improvements thereon, situate, lying and being in Berkeley District, James City County, Virginia, formerly situated in Jamestown District, James City County, Virginia, lying just west of the "Five Forks" intersection on both sides of State Route 5, said parcel of land containing 27.38 acres, more or less, but hereby conveyed in gross and not by the acre, said property known as "Goat Hill", and being shown upon that certain blue print plat thereof entitled, "COMPILED PLAT SHOWING THE EMILY M. HALL PROPERTY, SITUATED IN JAMESTOWN DISTRICT, JAMES CITY COUNTY, VIRGINIA," made by Vincent D. McManus, C. L. S., and dated November, 1945, a blue print copy of which plat is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and James City County in Plat Book 23, page 4, to which said plat reference is hereby made for a more particular description of the property conveyed herein.

LESS AND EXCEPT that certain lot of land, containing 1.70 acres, more or less, conveyed by Emily M. Hall, unmarried, to Albert M. Baker and Frances M. Baker, husband and wife, by deed dated December 18, 1951, and recorded December 19, 1951 in James City County Deed Book No. 46, page 210, said conveyance is more fully shown and described on that certain plat entitled, "Plat Showing Lot Surveyed For Emily M. Hall, Located Near Five Forks, James City County, Virginia", surveyed December, 1951, and made by W. D. Thomas, Surveyor, and duly recorded in James City County Plat Book No. 13, page 1, to which said plat reference is hereby made for a more particular description of the property excepted from the hereinabove referred to plat recorded in the aforesaid Clerk's Office in Plat Book 23, page 4.

AND FURTHER LESS AND EXCEPT all that certain piece or parcel of land, lying, situate and being in Berkeley District, James City County, Virginia, containing 0.485 acres, more or less, and shown and designated as PARCEL "A", on that certain blueprint plat entitled, "PLAT OF PART OF GOAT HILL, PROPERTY OF EDMUND H. SAUNDERS", dated February, 1968, and made by Stephen Stephens, C. L. S., a copy of which said blueprint plat is attached to a deed from the party of the first part to Heffner Oils, Incorporated, a Virginia corporation, dated April 30, 1968, and recorded in the aforesaid Clerk's Office on May 17, 1968 in Deed Book 116, page 290 and incorporated therein by reference, to which deed and plat reference is made for a more particular description of the property therein conveyed.

Parcel I being a portion of the property conveyed to the party of the first part by Deed dated September 30, 1965, from Emily M. Hall, unmarried, and recorded in the aforesaid Clerk's Office in Deed Book 103, page 52.

Parcel II

All that certain piece, parcel or lot of land, together with any improvements thereon, lying and being in Jamestown Magisterial District, James City County, Virginia, as shown and designated on a certain

blueprint plat entitled, "Plat Showing Portion of Land Belonging to A. M. Baker, Located Near Five Forks, James City County, Virginia", made by W. D. Thomas, C.S., November, 1952, a copy of which plat is duly of record at Plat Book 13, page 26, in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City, Williamsburg, Virginia. Said property is bounded and described as follows on said plat: Commencing at a point in the center of the road which leads from Powell's Pond to Five Forks; thence, S 76 20' W a distance of 212.3 feet along the line of the property thereby conveyed and the land formerly belonging to A. M. Baker; thence, N 30 00' W a distance of 100 feet along the line of the property thereby conveyed and the land formerly of Emily Hall; thence, N 76 02' E a distance of 263.4 feet along the line of the property thereby conveyed and the land formerly of A. M. Baker to a point in the center of the aforesaid road; thence up said road S 0 23' E a distance of 100 feet to the point of departure in the center of said road.

Being the same property as that conveyed to the party of the first part herein by deed dated June 7, 1968, from Lois S. Nixon and Lawrence N. Nixon, her husband, and Mary C. Taylor and Donald R. Taylor, her husband, which said deed is duly of record in the aforesaid Clerk's Office in Deed Book 117 at page 60

Parcel III

All that certain lot, piece or parcel of land together with the buildings and improvements thereon and the appurtenances thereunto belonging or in anywise appertaining, lying, being and situate in Berkeley District, James City County, Virginia, being described as follows: Commencing at a point in the center of the county road leading from Five Forks to Virginia State Route #615, said point being 276.13 feet southwest of the concrete marker set by the Highway Department to designate the southwest limit of the right of way for Virginia State Highway Route #5, at the intersection between the said Route #5 and the road leading from Five Forks to Route #615; thence, South 62 15' West a distance of 15 feet to an iron pipe, said iron pipe being the point where the said road and the property therein conveyed converge; thence continuing South 62 15' W. a distance of 159.19 feet, more or less, to an iron pipe, said pipe being the southwest boundary of the property thereby conveyed; thence North 30 00' West a distance of 105 feet, more or less, to a point, said point being the northwest corner of the property thereby conveyed; thence North 76 20' East a distance of 227.3 feet, more or less, to a point, said point being in the center of the road leading from Five Forks to Virginia State Route #615 and being the Northeast corner of the property thereby conveyed; thence South 0 23' East a distance of 65 feet, more or less, to the point of beginning.

Being the same property as that conveyed to the party of the first part from Walter H. Boswell and Louise C.

Boswell, husband and wife, by deed dated September 28, 1970 and recorded in the aforesaid Clerk's Office at Deed Book 128, page 268.

Parcel IV

All that certain lot, piece or parcel of land, containing a total of 2.77 acres+/- lying, being situate in Berkeley Magisterial District, James City County, Virginia, as shown, set forth and designated as 2.00 AC. and 0.77 AC. on that certain plat entitled, "PLAT SHOWING BOUNDARY LINE ADJUSTMENT AND PROPERTY LINE EXTINGUISHMENT BETWEEN THE PROPERTIES OWNED BY : THE PATRICK COMPANIES, INC. AND FIVE FORKS, VIRGINIA, INCORPORATED"), DATED April 21, 1998 and prepared by AES, Consulting Engineers, which plat is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, in Plat Book 69, at page 56

TOGETHER with all singular the rights, privileges, hereditaments and appurtenances to the said premises belonging or in anywise incident or appertaining

The foregoing conveyance is made subject to all easements, conditions or restrictions of record or apparent on the ground insofar as they may lawfully affect the property conveyed hereby.

Exhibit B
Formula for Contributions to Intersection Improvements

Any increase in trip generation will increase the contribution according to the following formula:

1. $[(AM * X) + (PM * Y)] / (AM + PM) = \text{Weighted Percent of New Trips}$
2. $\text{Weighted Percent of New Trips} * \$123,850 = \text{Cash Contribution}$

Where AM=additional AM peak trips, PM=additional PM peak trips, $X=AM/500$, and $Y=PM/650$.

RESOLUTION

PRIMARY PRINCIPLES FOR FIVE FORKS AREA OF JAMES CITY COUNTY

- WHEREAS, Economic Development Action 12G of the 2003 Comprehensive Plan recommends that James City County evaluate redevelopment and land use issues in the Five Forks area; and
- WHEREAS, on June 8, 2004, the Board of Supervisors created the Five Forks Area Study Committee to conduct a comprehensive study of the area and develop a set of guiding principles for future development; and
- WHEREAS, these principles will be used by citizens, staff, Planning Commission, and the Board of Supervisors to guide recommendations and decisions in future land use cases and other development activity in the Five Forks area; and
- WHEREAS, after four public meetings the Five Forks Area Study Committee unanimously adopted primary principles for the Five Forks area of James City County; and
- WHEREAS, on September 13, 2004, the James City County Planning Commission recommended the adoption of the primary principles by a vote of 7-0.
- NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby endorse the following Vision and Principles to be used alongside the 2003 Comprehensive Plan when reviewing Rezonings, Special Use Permits, and other development activities in the Five Forks area:

Primary Principles for the Five Forks Area of James City County

Five Forks is an area with a unique village character. Bounded to the east by Mill Creek and to the west by the Powhatan Creek, Five Forks is within a significant natural area. Five Forks also supports a thriving commercial center and boasts a quality elementary school at its southern edge. Five Forks is generally understood to encompass the area that lies within three quarters of a mile of the intersection of John Tyler Highway and Ironbound Road.

Five Forks has grown and changed. With new growth, however, come questions about traffic levels, housing capacity, and preservation of the village qualities that make the area unique.

The Five Forks Area Study Committee was created by the Board of Supervisors to listen to the views of County citizens, particularly those who live and work in Five Forks. The Committee's purpose was to recommend principles that preserve and build upon the many positive qualities of Five Forks. These principles seek to protect the watersheds and safeguard the village character of the area. The principles will address residential growth, commercial development, traffic concerns, and alternative transportation. The principles will be incorporated into the next regularly scheduled update of the County's Comprehensive Plan. Until that time, these principles, when approved, serve as an addendum to the 2003 Comprehensive Plan.

Vision Statement

Five Forks has a rich heritage and a community character unique to James City County. By cooperating with citizens and with local government we will preserve these qualities for future generations. Through these principles, the Committee envisions that Five Forks will be a place where future redevelopment or development:

- Improves or maintains water quality and other environmental features;
- Preserves Five Forks' unique village character;
- Does not overburden the road network beyond capacity;
- Provides adequate facilities for pedestrians and cyclists;
- Provides goods and services needed by citizens; and
- Ensures housing opportunities for all citizens.

I. Transportation Principles

1. Capitalize on and Enhance Existing Roadway Network (see the Environmental Principles for relevant information related to these recommended actions):
 - Inventory/validate existing pavement and right-of-way width.
 - Reconfigure pavement markings/lane delineations to accommodate a 150-foot full-width exclusive right-turn lane for southbound Ironbound Road (i.e., north leg).
 - Construct a 150-foot full-width right-turn lane along the northbound approach of Ironbound Road (i.e. south leg).
 - Reduce the speed limit to 35 mph approximately a half mile from the intersection of Ironbound Road and John Tyler Highway.
 - Implement AM, Noon, PM, and Off-Peak signal timing modifications to best process traffic, maximize available and enhanced capacity, and to sustain acceptable level of operations for the isolated signalized intersection of Ironbound Road and John Tyler Highway.
2. In conjunction with any development proposals using Ingram Road West for access, encourage developers to make road improvements (reopening access from Ingram Road East from John Tyler Highway was considered but was not recommended. Such reopening might prove to be unsafe and possible benefits appear to be minimal. The initiative might prove to be beneficial at some time in the future depending on future development on Ingram Road East.):
 - Developers using Ingram Road West for access should rebuild this road as a two-lane roadway in accordance with current VDOT street requirements. Improvements could include:
 - 12 - 14-foot lanes to include roadway as well as curb and gutter;
 - 4-foot buffer between curb and sidewalk on one side of roadway;
 - Street trees and other aesthetic improvements; and
 - 25 mph posted speed limit.

3. Promote pedestrian and bicycle facility interconnectivity within Five Forks area (see the Land Use and Environmental Principles for relevant information related to these recommended actions):

- Utilize available funds in the Sidewalk Capital Improvement Program budget as well as alternate sources of funding including grants or private contributions to construct sidewalks and pedestrian crosswalks in accordance with the phasing plan listed below.
- Ensure that new development either provides sidewalks along public road frontages in accordance with the recommendations of the sidewalk inventory, or contributes funds to the Sidewalk Capital Improvement Program.
- Coordinate the design and construction of roadway improvement projects with bicycle and pedestrian facilities. Bicycle and pedestrian facilities should be designed with an emphasis on safety, adequate lighting, signage, and Americans with Disabilities Act (ADA) compliant features.

Phase I

- Using the Five Forks area sidewalk inventory, and considering existing and potential development, and existing sidewalk connections as a guide, develop an implementation plan to extend sidewalks to serve pedestrian activity within the businesses at the Ironbound Road/John Tyler Highway intersection.
- Stripe crosswalks and provide crossing ramps and pedestrian signals for each approach to the Ironbound Road/John Tyler Highway intersection.
- Provide paved shoulders on John Tyler Highway west of the Ironbound Road intersection during the next VDOT repaving to decrease road maintenance and provide more travel space for bicycles and pedestrians.

Phase II

- Using the Five Forks area sidewalk inventory, existing and potential development, and existing sidewalk connections as a guide, develop an implementation plan to construct sidewalk segments that provide greater connectivity between the central business area and Clara Byrd Baker Elementary School, neighborhoods, and recreational areas.
- In accordance with the Greenway Master Plan, construct a multi-use path along John Tyler Highway that can connect to Jamestown High School and the Greensprings Trail.
- Construct shoulder bikeways along Ironbound Road using Federal grants. In accordance with the Greenway Master Plan, construct a multi-use path along Ironbound Road that can connect to Mid-County Park/Monticello Marketplace Shopping Center.
- Utilize Greenway Funds in the Capital Improvement Program budget and other sources of funding such as grants to support the construction of the above multi-use paths.

4. Promote opportunities for bus service in Five Forks:

- Work with Williamsburg Area Transport (WAT) to investigate areas and routes with the highest ridership and potential for enhanced service (e.g., to serve activity/employment centers).
- Work with WAT and Trafix to promote public transportation incentives and the use of alternative commuting modes (park-and-ride, ride sharing, express routes, etc.) to both employers and employees.
- Investigate opportunities to increase ridership to/from centers of activity, businesses, residential areas and special event attractions.

5. Maintain a "C" level of service for traffic conditions in Five Forks by adhering to new trip generation thresholds established in the Five Forks Area Study Traffic Impacts Alternative Analysis prepared by Kimley Horn and Associates when approving new development through the rezoning and special use permit process (trip levels above the threshold result in the Level of Service decreasing from C to D. These new trip generation threshold numbers are on top of projected 2008 background trips.):

- Without Geometric Improvements
 - AM peak should not exceed 350 new trips
 - PM peak should not exceed 500 new trips
- With Geometric Improvements recommended by Principle I.1
 - AM peak should not exceed 500 new trips
 - PM peak should not exceed 650 new trips
- New development should be phased so that new trips do not exceed the lower thresholds until the improvements listed in Principle I.1 are either constructed or fully funded in the VDOT Six-Year Road Plan.
- New development should provide a pro-rata share of the costs associated with implementing the geometric and signal improvements.

II. Environmental Principles

1. Maintain and improve water quality and reduce flooding risk in the Mill Creek and Powhatan Creek Watersheds by minimizing the amount of additional impervious cover and treating existing and additional stormwater runoff:

- Develop a coordinated stormwater master plan for Five Forks. The stormwater master plan should address possibilities for regional treatment or other treatment approaches for new and existing development as well as opportunities to reduce and/or treat runoff from the existing roadway into Powhatan Creek and Mill Creek.
- Minimize drainage of new sidewalks, multiuse paths, or other transportation improvements. Encourage drainage of these improvements into a treatment facility such as a grassy swale, regional and structural Best Management Practices (BMP), or other appropriate options.

- For new or modified residential or commercial development in the Powhatan Creek and Mill Creek watershed, encourage the use of Low Impact Design (LID) and Better Site Design (BSD) techniques such as, but not limited to, those listed in the 2003 Comprehensive Plan; the Builders for the Bay James City County Local Site Planning Roundtable consensus document (expected to be completed in Fall 2004); and the booklet entitled "*Better Site Design: An Assessment of the Better Site Design Principles for Communities Implementing Virginia's Chesapeake Bay Preservation Act.*"
 - Work with the Village Square Homeowners Association to ensure maintenance of the Village Square BMP and encourage the community to improve the existing BMP by pursuing a grant through the County PRIDE mini-grant program. Explore options for retrofitting and/or maintaining other Five Forks area BMPs.
 - Investigate options for and encourage the undertaking of stream restoration projects in the Powhatan Creek and Mill Creek Watersheds.
2. Ensure that any new development in the Powhatan Creek Watershed implements the recommendations of the Powhatan Creek Watershed Management Plan adopted by the Board of Supervisors on February 26, 2002:

Watershed Management Plan Recommendations:

- Non-tidal mainstem in the Five Forks area (west of Ironbound and north of Ingram Road): By encouraging the use of expanded buffers along the Powhatan Creek mainstem.
 - Tidal mainstem in the Five Forks area (west of Ironbound Road and south of Ingram Road): By encouraging the use of expanded buffers along the Powhatan Creek mainstem stormwater management with an added focus on fecal coliform removal.
 - Stormwater Recommendations: Use of Special Stormwater Criteria; specialized on-site BMP design with emphasis on removal of nutrients and bacteria; minimize stormwater outfalls on steep slopes.
3. Explore options for land conservation in Five Forks:
- Through the rezoning and special use permit process; encourage developers to set aside land as permanent open space.
 - Continue to target County Green Space Acquisition Funds to acquire properties that are environmentally sensitive or preserve the John Tyler Highway Community Character Corridor.

III. Land Use Principles

1. Promote mixed-use, pedestrian-friendly land-use patterns (see Principles III.6 for Land Use recommendations, including recommendations on moderate- and low-income housing):
- Pursue regulatory and investment strategies that promote a safe and healthy mix of uses (e.g., retail, residential, office, and public facilities).

- Continue to promote Five Forks as a center of community activity with complementary mixed uses.
 - Promote development patterns that support compact development, interconnected streets (connections to existing neighborhoods should be permitted only where practical and desired by those residents), sidewalks, etc., in an effort to encourage walkable neighborhoods within the Five Forks area.
2. Identify and re-utilize vacant buildings and properties that are no longer utilized:
- Encourage master planning of available land for redevelopment or new uses in order to promote shared parking, fewer entrances onto arterial roads, better utilization of land and increased open space.
 - Promote reuse and redevelopment of blighted and no longer utilized properties.
 - Target capital investments by James City County (e.g., infrastructure, underground utility lines, streetscape improvements, etc.) to support private reinvestment and redevelopment.
 - Through the Office of Housing and Community Development, investigate ways to renovate and rehabilitate the existing housing stock in the Five Forks area where appropriate. Work with private nonprofit groups such as Habitat for Humanity, the Community Action Agency and Housing Partnerships, Inc., to improve the condition and availability of the existing housing stock and assist residents that may be displaced by new development.
3. Reduce conflicts between incompatible land uses:
- Promote transitional uses between different land uses.
 - Through the rezoning/special use permit process and standards in the subdivision and zoning ordinance, reduce the impacts of higher intensity on lower intensity uses (requirements for landscaping, buffering, signage, screening, noise, odor, light, traffic, etc.).
4. Connect the land use pattern to a supportive, multi-modal transportation system:
- Establish compact, mixed-use development patterns that create a walkable environment and reduce the need to use the automobile by local residents.
 - Provide convenient pedestrian access from outlying residential areas to the Five Forks community activity center in accordance with Principle I.4.
5. Establish guidelines to define and maintain the historic, cultural, and aesthetic character of the Five Forks area:
- As part of the 2008 Comprehensive Plan update, designate Five Forks as a Community Character Area and incorporate the following guidelines as part of the Community Character element:
 - Building architecture, scale, materials, spacing, height, and color should respect the architectural context of existing structures such as the historic schoolhouse and veterinary

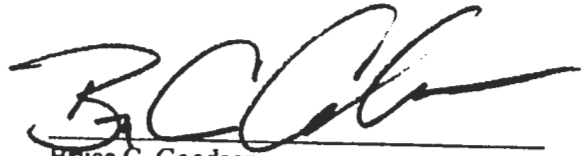
clinic and maintain the village character of Five Forks. New buildings should attempt to emulate distinguishing architectural elements of existing structures such as windows, roof lines, and cornices.

- Buildings that are traditional in character, massing, and detailing are preferred. Contemporary interpretations of traditional architecture are acceptable, if based on the scale and proportions of traditional architecture, and compatible with the context of the Five Forks village character.
 - Building facade materials and architectural treatment should be consistent on all sides of buildings, including side and rear elevations.
 - Where possible, parking should be located to the rear of buildings and should be well landscaped with shrubs and street trees. Shared access and parking should be pursued before constructing new access breaks and parking facilities.
 - Existing specimen trees and shrubs should be preserved to the extent possible. New landscaping should be of a type, size, and scale to complement and enhance the building and site design. Native plant and tree species are encouraged.
 - Signage should be of a scale, size, color, and materials to complement the village character of the area. Monument style signs, rather than pole signs, are the preferred type.
 - All mechanical equipment should be screened from view with architectural elements, fencing, or landscaping.
 - In addition to the above standards, residential buildings should have varied roof lines, wall articulations, window placements, and other features to reduce building mass and unbroken building lines. Arrangement and siting of buildings should preserve the buffers along the Community Character Corridor and complement existing structures such as the historic schoolhouse and maintain the village character of Five Forks.
 - Develop and maintain defining traits that can be reflected through landscaping or streetscape design.
 - Protect and enhance the visual character of John Tyler Highway and Ironbound Road. Transportation improvements and new development should be carefully sited to minimize loss to the existing tree canopy over the roads.
6. Ensure that future residential and non residential development/redevelopment is compatible with the vision and principles for the Five Forks area:
- Ensure new trip generating developments do not exceed new trip thresholds in accordance with Principle 1.5 through the rezoning/special use permit process.
 - Ensure proposed land uses are in compliance with the land use section of the 2003 Comprehensive Plan. The following descriptions provide additional guidance on acceptable land use proposals:

- Low Density Residential: Recommended gross densities are 1 to 3 dwelling units per acre. Higher densities should provide public benefits such as setting aside property for low- and moderate-cost housing developments; low- and moderate-income (Low income housing is defined as housing for persons earning less than 50 percent of area median income. Moderate income housing is defined as housing for persons earning 50 percent to 80 percent of the area median income.) housing; mixed-cost housing; or extraordinary environmental protection, including low impact design, better site design, open space preservation and implementation of the Powhatan Creek Watershed Management Plan.
- Moderate Density Residential: Recommended gross densities are 4 to 10 dwelling units per acre. Higher densities should provide public benefits such as setting aside property for low- and moderate-cost housing developments; low-income housing (including persons earning less than 30 percent of area median income); moderate income housing; mixed cost housing; or extraordinary environmental protection, including low-impact design, better site design, open space preservation and implementation of the Powhatan Creek Watershed Management Plan. Recommended housing types include townhouses, apartments, or attached cluster housing.
- Mixed Use: The recommended mix of uses includes offices and community commercial uses serving residents of the Five Forks area. Moderate-density housing may be a secondary use provided it is designed in accordance with these principles.
- As part of the 2008 Comprehensive Plan update, incorporate the above guidance into the Land-Use element.

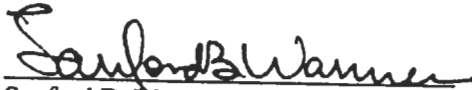
IV. Economic Development Principle

1. Promote and facilitate economic growth through development/redevelopment:
 - Facilitate the location of a new anchor tenant in Governor's Green Shopping Center should Winn-Dixie close.
 - Support the development of remaining undeveloped commercial land and vacant buildings in Five Forks to provide goods and services desired by residents of the Five Forks area.
 - Advise the Economic Development Authority on the outcomes of the Five Forks Study so that they may capitalize on future economic opportunities.



Bruce C. Goodson
Chairman, Board of Supervisors

ATTEST:



Sanford B. Wanner
Clerk to the Board

<u>SUPERVISOR</u>	<u>VOTE</u>
BRADSHAW	AYE
HARRISON	AYE
BROWN	NAY
MCGLENNON	AYE
GOODSON	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 28th day of September, 2004.

fiveforkredev.res

REZONING CASE NOS. Z-3-02 & Z-4-02; MASTER PLAN CASE NO. MP-1-02; SPECIAL USE PERMIT CASE NO. SUP-21-04. U.S. Home - Colonial Virginia Council, Boy Scouts of America, Inc., Proffer Amendment, Master Plan Amendment, Boy Scout Property Rezoning and Rural Cluster SUP Staff Report for the November 1, 2004, 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 these applications. It may be useful to members of the general public interested in these applications.

PUBLIC HEARINGS

Planning Commission:	Building F Board Room; County Government Center
	November 4, 2002 7:00 p.m. (Deferred)
	December 2, 2002 7:00 p.m. (Indefinitely Deferred)
	October 4, 2004 7:00 p.m. (Deferred)
	November 1, 2004 7:00 p.m.
Board of Supervisors:	November 9, 2004 7:00 p.m. (Tentative)

SUMMARY FACTS

Applicants: Mr. Alvin Anderson and Mr. Gregory Davis of Kaufman & Canoles

Land Owner: Colonial Heritage, LLC

Proposal: Amend the existing Colonial Heritage Master Plan and Proffers; incorporate the PSA portion of the Boy Scout property into the previously approved Colonial Heritage development; allow a 50-lot rural cluster development on a portion of the Boy Scout property located outside the PSA.

Location: 6175, 6799, and 6993 Richmond Road; 499 Jolly Pond Road

Tax Map/Parcel Nos.: (23-4)(1-21);(24-3)(1-32); (31-1)(1-11); (22-4)(1-7)

Primary Service Area: Colonial Heritage, Inside; BSA, ± 229 acres Inside; ± 503 acres Outside

Parcel Size: Colonial Heritage ± 722 acres; Boy Scout property ± 732 acres

Existing Zoning: Colonial Heritage is zoned MU, Mixed Use, with Proffers
BSA property is zoned A-1, General Agricultural

Proposed Zoning: Colonial Heritage - MU, Mixed Use with Amended Proffers
BSA property inside the PSA - MU, Mixed Use with Proffers
BSA property outside the PSA - A-1, General Agricultural with Proffers

Comprehensive Plan: Low Density & Moderate Density Residential, Mixed Use and Rural Lands

Staff Contact: Christopher Johnson Phone: 253-6685

STAFF RECOMMENDATION:

Staff recommends the Planning Commission recommend approval of the proposed Boy Scout property rezoning, proffer and master plan amendments, and accept the voluntary proffers. Staff also recommends that the Planning Commission recommend approval of the SUP for the proposed 50-lot rural cluster development with the attached conditions which staff believes will sufficiently mitigate the impacts created by the development.

Proffers: Are signed and submitted in accordance with the James City County Proffer Policy.

PROJECT HISTORY

On November 27, 2001, the Board of Supervisors approved rezoning and master plan applications (Case Nos. Z-4-00 and MP-1-01) for a 2,000-unit, gated and age restricted community known as Colonial Heritage at Williamsburg. The applications rezoned approximately 777 acres from A-1, General Agricultural, and M-1, Limited Business/Industrial, to MU, Mixed Use, with proffers. The master plan for the development included 425,000 square feet of commercial development fronting on Richmond Road. The owner, U.S. Home Corporation, has marketed the community to retirees and those approaching retirement, and restricts the age of residents to 55 and above through proffers and covenants. The community will focus on an 18 hole golf course with associated amenities and will provide several residential products, including single-family, townhomes, and multi-family condominiums.

One provision of the proffers accepted by the Board dealt with the possible donation of one of two public use sites shown on the approved Master Plan by U.S. Home for certain public uses needed to offset the public costs associated with the U. S. Home project. As an alternative to the donation of a public use site, the proffers allowed the Board the option to elect to receive a \$750,000 cash contribution for use toward the acquisition of a public use site or other capital projects, the need for which being generated by the Colonial Heritage at Williamsburg project. The proffers required the Board to make an election to receive the real property or the cash contribution within thirty calendar days of the receipt of a draft groundwater withdrawal permit from the Department of Environmental Quality. A draft groundwater withdrawal permit was issued to the James City Service Authority on October 30, 2002. On November 26, 2002, the Board adopted a resolution selecting a public use site over the cash contribution. The proffers grant U.S. Home the option of selecting which of the two possible public use sites they wish to convey to the County within three years of the date of approval of the rezoning.

In 2002, the applicant filed a rezoning application to incorporate the \pm 732 acre Boy Scout property into the existing Colonial Heritage at Williamsburg development. This rezoning application, along with associated proffer and master plan amendment applications, were indefinitely deferred at the request of the applicant at the December 2, 2002, Planning Commission meeting. Earlier this year, the applicant submitted an amended rezoning application for the Boy Scout property along with a special use permit application for a 50-lot rural cluster development on a portion of the Boy Scout property located outside the Primary Service Area (PSA).

Since the Board approved the Colonial Heritage at Williamsburg proposal in 2001, staff has reviewed and approved more than thirty development plans for a variety of uses including the 40,000 square foot Colonial Heritage Clubhouse and Aquatic Center, the temporary sales office, model court and infrastructure improvements. Subdivision plats have also been reviewed and approved for 193 lots within the development. Development plans for an additional 322 lots as well as the 18-hole golf course are currently under review.

PROJECT DESCRIPTION

Mr. Alvin Anderson and Mr. Gregory Davis of Kaufman and Canoles, on behalf of U.S. Home Corporation, have applied for a master plan amendment and rezoning of approximately 229 acres from A-1, General Agricultural, to MU, Mixed Use, with proffers to incorporate the PSA portion of the Boy Scout property into the previously approved Colonial Heritage development with no increase to the approved 2,000 residential dwelling units. The applicants have also applied to rezone approximately 503 acres from A-1, General Agricultural, to A-1, General Agricultural, with proffers. The 503 acre portion of the Boy Scout property located outside the PSA would be subject to the amended and restated proffers but would not be subject to the amended master plan. The 229 acre portion of the Boy Scout property located within the PSA is designated Low Density Residential on the Comprehensive Plan Land Use Map. The 503 acre portion of

the Boy Scout property located outside the PSA is designated Rural Lands on the Comprehensive Plan Land Use Map. The Boy Scout property is located at 499 Jolly Pond Road and can be further identified as Parcel No. (1-7) and James City County Real Estate Tax Map No. (22-4).

The applicants have also applied on behalf of Colonial Heritage, LLC to rezone approximately 722 acres from MU, Mixed Use, with proffers, to MU, Mixed Use, with amended proffers. The purpose of the rezoning is to amend and restate the proffers affecting the existing Colonial Heritage at Williamsburg development. The Colonial Heritage at Williamsburg development consists of three parcels that are designated Low Density Residential, Moderate Density Residential, and Mixed Use on the Comprehensive Plan Land Use Map. The properties are located at 6175, 6799, and 6993 Richmond Road and can be further identified as Parcel No. (1-21) and James City County Real Estate Tax Map No. (23-4); Parcel No. (1-32) and James City County Real Estate Tax Map No. (24-3); and Parcel No. (1-11) and James City County Real Estate Tax Map No. (31-1).

In addition, the applicants have applied on behalf of U.S. Home Corporation for a special use permit to allow a 50-lot rural cluster development in accordance with the provisions of Section 24-214(c) of the Zoning Ordinance. The proposed rural cluster would be located on the portion of the Boy Scout Property located outside the PSA.

The amended Colonial Heritage at Williamsburg master plan proposes up to 1,400 single-family residential lots, 800 townhomes, 240 condominiums (subject to the proffered 2,000 unit cap), and 425,000 square feet of commercial, retail, and office space, 18 holes of golf course, amenities, and open space. If approved by the Board of Supervisors, the proposed master plan amendment and rezoning applications would effectively decrease the overall density of the Colonial Heritage development by spreading the project over an additional 229 acres. The proposed overall density under this proposal would be reduced from 2.6 dwelling units per acre to 2.0 dwelling units per acre.

PUBLIC IMPACTS

1. Archaeology

Proffers: The County Archaeological Policy has been proffered by the applicant.

Staff Comments: The applicant has performed a Phase 1-A archaeological assessment of the 229-acre portion of the Boy Scout property located inside the PSA. The assessment recommends that additional study be performed within the areas of the property that offer moderate potential (approx. 33 acres) and high potential (approx. 113 acres) for archaeological sites. Phase II and Phase III surveys will be performed as required by the Virginia Department of Historic Resources. The proffer is in compliance with the 1997 County Archaeological Policy. Staff has included an SUP condition that will require the applicant to perform an archaeological assessment on the portion of the Boy Scout property located outside the PSA proposed for the rural cluster development.

2. Environmental Considerations

Watershed: Yarmouth Creek

Proffers: The applicant has proffered to commission a natural resource inventory for the portion of the Boy Scout property located inside the PSA. These investigations will be conducted by personnel qualified to conduct such studies and be submitted to and approved by the Planning Director prior to preliminary site plan or subdivision plan approval for any portion of the development occupied by any Natural Heritage Resource. The applicant has also proffered steep slope protections for lots

subdivided or developed on large, contiguous areas of steep slopes and proffered to convey a conservation area of not less than 282 acres to the County on the portion of the Boy Scout property located outside the PSA.

Environmental Comments: The Boy Scout property located inside the PSA contains approximately 229 acres and includes the land south of Yarmouth Creek and generally north of Jolly Pond Road. Surface water features on the Boy Scout property are located within Yarmouth Creek and its associated tributaries. Wetlands are present in the drainage network that generally bisects the site from north to south perpendicular to Yarmouth Creek. Resource Protection Areas (RPA), a component of the Chesapeake Bay Preservation Ordinance within James City County, have been mapped within Yarmouth Creek and are shown on the amended master plan.

Yarmouth Creek contains over 1,500 acres of wetlands which provide habitat for a diversity of fish, waterfowl, and wildlife, which collectively contribute to the area's exceptional potential for fishing, bird watching and nature enjoyment. These wetlands are also home to at least one blue heron rookery, multiple bald eagle nesting sites, and several globally rare or state rare plant species. Development at the headwaters of the watershed necessitates the immediate need for effective conservation planning to protect this environmental resource for the future.

The Deer Lake Natural Area is centered on a small ravine that feeds Deer Lake on the Boy Scout property located outside the PSA. The ravine is covered by relatively young forest. The forests surrounding the natural area are young, and have been subjected to substantial clear-cutting in recent years.

The Yarmouth Creek Watershed Management Plan adopted by the Board of Supervisors states that the best way to mitigate environmental impacts created by development within the watershed is through the provision of significant portions of contiguous forests and open space. The 282-acre conservation easement proffered by the applicant adjacent to Yarmouth Creek will provide a substantial benefit to County efforts to protect biodiversity, habitat and water quality within the watershed.

Staff has included conditions for the rural cluster SUP that require the submittal of a master stormwater plan for the development of lots adjacent to Deer Lake, protection of steep slopes, and the submittal of a perennial stream evaluation to coincide with the submission of any plan of development for the rural cluster.

3. Fiscal Impacts

Proffers: The applicant has not amended the previously proffered cash contributions to the County that were accepted with the approval of the original rezoning application for Colonial Heritage in November 2001.

Staff Comments: The James City County Financial and Management Services has reviewed the Revised Fiscal Impact Statement submitted with these applications and agrees with the conclusion that the proposal produces a positive fiscal impact. Since U.S. Home has been approved to build a total of 2,000 homes, the 50 homes to be built on the Boy Scout property outside the PSA will be removed from the Colonial Heritage unit count. The revised fiscal impact analysis assumes that the addition of 229 acres into the Colonial Heritage at Williamsburg development will allow the developer to introduce additional home designs that utilize the larger lot sizes that would be possible within the expanded community. Larger lot sizes and larger homes are anticipated to increase the sales price for homes within the community by 12% to \$440,500. The developer anticipates that the

average selling price for detached homes and lots outside the PSA would be \$850,000. While the proposed 50-lot rural cluster located outside the PSA would not be subject to the age restrictions of the Colonial Heritage community and are likely to produce impacts such as public education costs, the report anticipates that the fiscal impact to the County would continue to be positive.

4. **Public Utilities**

Proffers: Water conservation standards will be developed by the owner and approved by the JCSA similar to those which have been developed for the existing Colonial Heritage development. The standards will address such water conservation measures as limitations on the installation and use of approved landscaping design and materials to promote water conservation and minimize the use of water resources. The JCSA shall approve the standards prior to final approval for any plan of development on the BSA property. A financial contribution of \$750 for each of the 2,000 residential lots within the development is proffered to the JCSA to offset the costs of developing water supply alternatives in the County.

JCSA Comments: An independent central well and storage facility will be required for the proposed rural cluster development since it would be located outside the County's PSA. Connection into existing JCSA facilities will not be permitted from lots located outside the PSA. The independent well shall be designed to provide the necessary fire flow, peak water demands and irrigation requirements for the development. A hydraulic analysis shall be submitted in accordance with JCSA standards for review and approval.

5. **Schools**

Staff Comments: The proposed rural cluster development on the Boy Scout property located outside the PSA would not be subject to the age restrictions of the Colonial Heritage development. The fiscal impact analysis provided by the applicant estimates that the 50 lots would produce approximately 25 school age children. The report does not distribute the children by age among the schools which serve this area. While the additional educational costs attributable to the 50 lot cluster development may result in the proposal failing the adequate public facilities schools test, the number of school children that would be generated by a by-right development of the site would be triple the number that would result from the proposed cluster development.

6. **Traffic Impacts**

2003 Traffic Counts: 9,279 vehicle trips per day on Centerville Road from Route 60 to Route 678 (Ruth Lane); 8,281 vehicle trips per day on Centerville Road from Jolly Pond Road to Route 1507 (Forest Glen subdivision)

2026 Volume Projections: Centerville Rd., from Longhill Rd. to Rte. 60, 15,000 - "Watch"

Road Capacity: A two lane collector road with turn lanes has a capacity of 14,000 vehicle trips per day

Proffers: The applicant has proffered a cash contribution to the County of \$40,250 for a pro-rata share of the costs for intersection improvements at the Centerville Road/Jolly Pond Road intersection. The applicant has also proffered to install all required traffic signals when warranted by VDOT. The applicant has added an additional guarantee to install all traffic signals by proffering a cash deposit of \$150,000 per traffic signal once the 1,500th residential unit has been approved even if warrants

established by VDOT have not yet been met. The cash deposit would be held for a period of five years by the County.

VDOT Comments: VDOT concurs with the traffic engineer's conclusions as presented in the revised traffic impact analysis. VDOT recommends that a northbound left turn lane on Centerville Road at Jolly Pond Road be constructed with this development.

Staff Comments: The residential portion of the existing Colonial Heritage development contains two main access points: an entrance/exit off of Richmond Road and an entrance/exit on the southern boundary on Centerville Road. A separate access point will be constructed for the commercial/retail/office area along Richmond Road. Given that the current applications do not propose to increase the total number of residential dwelling units in the development above the 2,000 which are currently approved, the proposed expansion onto the Boy Scout property has relatively few additional traffic related impacts/effects. A revised traffic study prepared by DRW Consultants, Inc. concludes that there will be no effect on general trip distribution for residential development within Colonial Heritage. The primary change which would result from an expansion onto the Boy Scout property is a shift in the split of residential traffic to the east and north via Richmond Road versus Centerville Road. In other words, the midpoint on the main collector road for equal travel time via Richmond Road versus Centerville Road will shift to the west as more traffic would exit onto Centerville Road than was originally suggested in previous traffic models. Staff continues to believe that the proffered road improvements will result in Richmond Road and Centerville Road maintaining a projected Level of Service of "C" or better for all lanes at buildout.

7. Parks & Recreation

Proffers: The applicant has proffered to construct and convey to the County a public greenway along Jolly Pond Road for the frontage located inside the PSA. A greenway will also be dedicated, but not constructed, along the frontage outside the PSA along Jolly Pond Road and Cranston's Mill Pond Road.

Staff Comments: When the original Colonial Heritage rezoning and master plan applications were approved, the Board of Supervisors had not yet adopted the Greenway Master Plan. The Board adopted the Greenway Master Plan on June 25, 2002. The amended Colonial Heritage master plan application is in general compliance with the recommendations of the adopted Greenway Master Plan with respect to the provision of trails or multi-use paths along all property boundaries. In addition, there are numerous opportunities for interconnections between required trails and paths to existing or planned facilities on adjacent properties.

RURAL CLUSTER SPECIAL USE PERMIT

Section 24-214(c) of the Zoning Ordinance states that a subdivision may be approved with a minimum lot size of less than three acres in the A-1, General Agricultural, zoning district when all of the following conditions are met:

1. The overall gross density of the subdivision shall not exceed one dwelling unit per two acres.
2. There shall be at least three residential lots in the subdivision.
3. No lot shall be less than one acre in size.
4. The subdivision shall only be for single-family detached dwellings.
5. All lots shall front on an approved public street created by the subdivision and no lot shall have direct access to a street not a part of the subdivision.

6. Provisions shall be made in subdivision plats and lot conveyances to ensure that lot purchasers have adequate notice regarding limitations on resubdivision of parcels and no resubdivision or sale by any means shall be permitted which would in any way create a violation with this chapter.
7. The general design standards of this section shall be complied with.
8. The subdivision design shall provide good building sites and at the same time make best use of topography and minimize grading and destruction of natural vegetation.
9. The subdivision design shall provide for protection of conservation areas as specified in the Comprehensive Plan or other sections of this chapter.
10. No more than 30 percent of any lot shall be located in a floodplain area as defined by this chapter; provided, however, that up to 50 percent of the area of any lot may be covered by the waters of the lake, pond or canal planned or approved as a part of and wholly within the subdivision.
11. Maintenance of any common open space shall be assigned to a homeowners association or other approved entity.
12. Lots shall be arranged and building sites shall be designed so as to promote a harmonious relationship with the built environment and the existing public streets and roads; and to this end, the design shall employ such techniques as may be appropriate to a particular case, including location of lots of various sizes, location of building sites with respect to project boundary lines, location of open space and buffer areas and maintenance of vegetation.
13. All structures shall be located a minimum of 150 feet from all roads existing prior to the platting of the subdivision.

Staff Comments

The proposed 50-lot rural cluster, with the recommended conditions, is in compliance with the A-1, General Agricultural, zoning ordinance conditions as well as the Rural Land Use Standards of the Comprehensive Plan.

COMPREHENSIVE PLAN

The Colonial Heritage at Williamsburg development is located west of Richmond Road and north of Centerville Road. The Boy Scout property is located east of Cranston's Mill Pond Road and north of Jolly Pond Road. Centerville Road and Richmond Road are listed as Community Character Corridors (CCC) in the Comprehensive Plan.

1. The predominant visual character of the suburban CCC should be the built environment and natural landscaping, with parking and other auto-related areas clearly a secondary component of the streetscape.

The 229-acre portion of the Boy Scout property located inside the PSA is designated Low Density Residential on the Comprehensive Plan Land Use Map.

2. Low density areas are residential developments on land suitable for such developments with overall densities up to one dwelling unit per acre depending on the character and density of surrounding development, physical attributes of the property, buffers, the number of dwellings in the proposed development, and the degree to which the development is consistent with the Comprehensive Plan. In order to encourage higher quality design, a residential development with greater density than one unit per acre is not recommended unless it offers particular benefits to the community. Examples of such benefits include mixed-cost housing, affordable housing, unusual environmental protection, or development that adheres to the principles of open space development design. Such design may include maintaining open fields, retaining natural vegetative buffers around water bodies or wetlands, preserving historic sites, creating adequate recreational areas, designing effective pedestrian circulation to include trail systems, and ensuring that the common land adjoins

open space on adjacent parcels.

Low Density Residential areas are located inside the PSA and where natural characteristics such as terrain and soils are suitable for residential development. Low density areas are located where public services and utilities exist or are expected to be expanded to serve the site over the next 20 years. Timing and density of the development of particular sites within low density areas will depend on an acceptable level of service of roads and other public services. The timing and density of development for a Low Density Residential site may also be conditioned upon the provision of least cost housing or the provision of open space.

The 503 acre portion of the Boy Scout property located outside the PSA is designated Rural Lands on the Comprehensive Plan Land Use Map.

3. Rural Lands are areas containing farms, forests and scattered houses, exclusively outside the PSA, where a lower level of public service delivery exists or where utilities and urban services do not exist or are not planned for the future. Rural residential uses associated with limited agricultural and forestal activities are appropriate when overall density is no more than one unit per three acres and soils are suitable for individual waste disposal systems. Residential development is only appropriate when they meet the Rural Lands Development Standards of the Comprehensive Plan and minimize adverse impacts on rural lands. Concentrations of residential development such as large scale subdivisions will interrupt rural qualities sought to be preserved.

Rural Land Use Standards

4. Development Standards are intended to provide a basic framework for evaluating rezoning and special use permit proposals and to provide a guide for accommodating land uses in a manner harmonious with the natural and built environment. Rural Land Use Standards are meant to further provide a means to preserve the natural, wooded, and rural character of the County. The proposed rural cluster will specifically locate residential lots outside of sensitive areas and utilize the existing topography and natural terrain, vegetation, trees, and tree lines to the maximum extent possible. The development will be well screened from public right-of-way to minimize the visual presence of the development and preserve the rural character of the surrounding area. The Rural Standards seek to discourage conventional large lot residential subdivisions in the rural areas through a preferred pattern of guidelines which include minimizing the impact of residential development by preserving a substantial amount of the development in an undivided block of land for permanent open space. Any open space provided to meet these standards should be placed in a conservation easement to ensure that the land would remain undeveloped. The proposed cluster will dedicate a 282 acre conservation easement to the County to address this guideline. In addition to the conservation easement, a large portion of the remaining acreage within the cluster development will remain as open space which results in the preservation of over two thirds of the site as permanent open space. The goals of preserving open space are intended to preserve wetlands, steep slopes, stream corridors, wildlife habitats, and environmentally sensitive lands. The layout of the cluster development will preserve environmentally sensitive areas that contain rare and threatened species and steep slopes will be further protected by the recommended SUP conditions.

Staff Comments: The proposed rural cluster development limits the number of lots to 50, which is less than a third of the number of residential lots which could be developed by-right under the current A-1 zoning of the property. Development of the property under a by-right scenario would be unlikely to see the preservation

of such a significant portion of the property in meaningful, permanent open space. Due to these factors, the proposed design of the subdivision and the recommended conditions, staff finds that the proposed rural cluster development is consistent with the rural lands designation and the Rural Land Use Standards in the Comprehensive Plan.

RECOMMENDATION:

Staff finds that the proposed Boy Scout property rezoning, proffer and master plan amendments are consistent with surrounding zoning and development, and consistent with the Comprehensive Plan. Staff recommends the Planning Commission recommend approval of the proposed Boy Scout property rezoning, proffer and master plan amendments, and accept the voluntary proffers.

Staff believes that the proposed rural cluster is substantially different than a by-right residential development, and therefore meets the Rural Land Use Standards in the 2003 Comprehensive Plan. The dedication of a 282-acre conservation easement to the County will protect and preserve a significant portion of contiguous forest and environmentally sensitive lands within the non-PSA portion of the Boy Scout property is consistent with the primary objective of the Yarmouth Creek Watershed Management Plan. The development limitation of 50 lots within the proposed rural cluster development substantially addresses the goals and intent of the Rural Land Use Standards in the Comprehensive Plan which discourages conventional large lot residential development. By-right residential development of the non-PSA portion of the Boy Scout property could yield upwards of 150 lots which would not be subject to the proffered 2,000 residential unit density cap. Staff recommends that the Planning Commission recommend approval of the proposed 50-lot rural cluster development on the non-PSA portion of the Boy Scout property with the following conditions which staff believes will sufficiently mitigate the impacts created by the development.

1. Development Limitation. No more than fifty (50) residential lots shall be platted on the portion of the Boy Scout of America (BSA) property located outside the Primary Service Area (PSA). Any residential lots developed on the BSA property located outside the PSA shall be subject to the 2,000 residential unit density cap.
2. Conservation Easement. A conservation easement shall be submitted for review and approved by the County Engineer prior to issuance of a land-disturbing permit for any related plan of development of the portion of the BSA property located outside the PSA. The conservation easement shall be dedicated to James City County or an agency acceptable to the County prior to final site plan or subdivision approval for any plan of development or subdivision of lots for the ± 282 acres shown on the plan “Special Use Permit Plan on a Portion of Colonial Virginia Council, Boy Scouts of America, a Virginia Corporation” prepared by AES Consulting Engineers, September 24, 2004. The area within the conservation easement shall be available and the Owners shall retain the right to utilize the open space and conservation area for stormwater management structures and facilities, required open space, required impervious/pervious cover calculations, and watershed protection measures for the Colonial Heritage development and the 50-lot rural cluster. The conservation easement shall clearly state that no clearing, land disturbing, or development shall occur on the ± 282 acres unless otherwise approved by the Planning Director.
3. Buffers. A minimum 150-foot buffer shall be maintained along Jolly Pond Road and Cranston’s Mill Pond Road. That buffer shall remain undisturbed with the exception of breaks for any entrance road, pedestrian connections, utilities, walking, hiking and biking trails, any required clearing necessary to create adequate sight distance and other uses specifically approved by the Planning Director. The Planning Director shall approve the design of such features located within the required buffer.
4. Vehicular Access. Access to the 50-lot cluster development shall be from a single entrance road onto Jolly Pond Road unless a second entrance road is approved by the Planning Commission following

the review of the Development Review Committee.

5. Central Well. An independent central well shall be required for the proposed cluster development. Connection into existing JCSA facilities shall not be permitted from outside the PSA. The independent well shall be designed to provide the necessary fire flow, peak water demands and irrigation requirements for the development. A hydraulic analysis shall be submitted in accordance with JCSA standards for review and approval prior to final approval being granted for any plan of development or subdivision of lots of the property located outside the PSA.
6. Water Conservation. The applicant shall be responsible for developing water conservation standards to be submitted to and approved by the JCSA. The applicant shall be responsible for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of approved landscaping design and materials to promote water conservation and minimize the use of water resources. The JCSA shall approve the standards prior to final approval for any plan of development on the portion of the BSA property located outside the PSA.
7. Archaeology. Prior to issuance of a land disturbing permit for any portion of the BSA property located outside the PSA, the applicant shall provide written evidence to the Planning Director which demonstrates that the recommendations of a professional archaeologist have been implemented in a manner consistent with the preservation objectives of the Board of Supervisors Archaeological Policy, as determined by the Planning Director or his designee.
8. Master Stormwater Plan. A master stormwater plan shall be submitted with the development plan for the alternative which is submitted for review and approval by the Environmental Director. The master stormwater plan should specifically address how Deer Lake will be utilized as a primary BMP (by use of drawings/narratives), whether additional onsite structural or non-structural practices are necessary and whether there is a better site design/low impact development component proposed for stormwater compliance.
9. Steep Slopes. Any plan of development for the portion of the BSA property located outside the PSA shall maintain a separation of at least 35 feet between the top of 25% and steeper slopes and any structure and a 20 foot separation from the limits of grading to the top of 25% and steeper slopes. This is intended to apply to the larger, contiguous areas of steep slopes, not isolated areas, as determined by the Environmental Director. The Environmental Director shall have the ability to grant variances from this criteria to provide flexibility in application of this condition.
10. RPA/Perennial Stream. The applicant shall conduct a perennial stream evaluation which shall receive approval from the Environmental Director prior to preliminary approval being granted for any plan of development of the portion of the BSA property located outside the PSA. If perennial streams are present on the site, a 100-foot buffer shall be required around them and any wetlands contiguous to and connected by surface flow to the stream. Any plan of development for the portion of the BSA property located outside the PSA shall also maintain a structural separation of 35 feet from any Resource Protection Area (RPA) on the property.
11. Severability. This special use permit is not severable. Invalidation of any word, phrase, clause, sentence or paragraph shall invalidate the remainder.

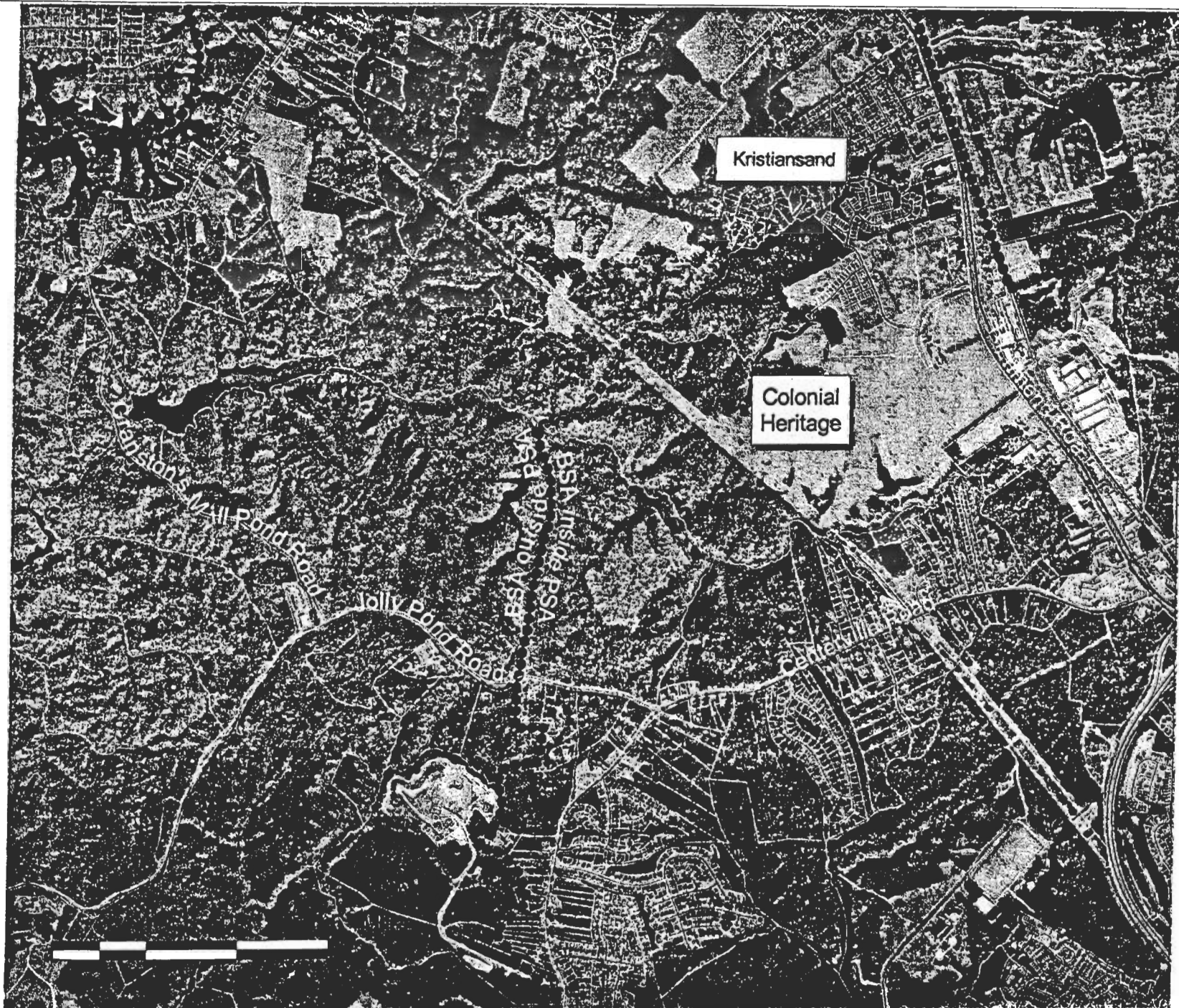
Christopher Johnson

CONCUR:

O. Marvin Sowers, Jr.

Attachments:

1. Location Map
2. Amended and Restated Proffers, dated October 21, 2004
3. Revised Fiscal Impact Statement, dated July 23, 2004
4. Special Use Permit Plan, dated September 24, 2004 (previously submitted under separate cover)
5. Master Plan Amendment, dated July 1, 2004 (previously submitted under separate cover)



**AMENDED AND RESTATED
PROFFERS
COLONIAL HERITAGE AT WILLIAMSBURG**

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**AMENDED AND RESTATED
PROFFERS
COLONIAL HERITAGE AT WILLIAMSBURG**

THESE AMENDED AND RESTATED PROFFERS are made this 21st day of
October, 2004, by and among:

COLONIAL HERITAGE LLC, a Virginia limited liability company ("Colonial Heritage") (to be indexed as grantor) and

THE COUNTY OF JAMES CITY, VIRGINIA ("County") (to be indexed as grantee),
provides as follows:

RECITALS:

R-1. Colonial Heritage is a wholly-owned subsidiary of and is managed by U.S. Home Corporation, a Delaware corporation ("U.S. Home").

R-2. Colonial Heritage is the owner of certain real property located in the County of James City, Virginia, more particularly described on Exhibit A attached hereto and made a part hereof. The property described on Exhibit A is referred to herein as the "Colonial Heritage Property."

R-3 Colonial Heritage is likewise the owner of certain real property located in the County of James City, Virginia containing 740.2 ± acres, formerly owned by the Colonial

Prepared by: Kaufman & Canoles, P.C.
P.O. Box 6000
Williamsburg, VA 23188

Virginia Council of Boy Scouts of America, Inc., more particularly described on Exhibit B, attached hereto and made a part hereof (the "Boy Scout Property").

R-4. Colonial Heritage is the developer of an age-restricted active adult community known as Colonial Heritage, located on the Colonial Heritage Property, pursuant to certain Proffers dated November 7, 2001 which are recorded in the Office of the Clerk of the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 010022082 (the "Proffers"), and a master plan of development which is incorporated by reference and made a part of the Proffers.

R-5. A portion of the Boy Scout Property described on Exhibit C is located outside the Primary Service Area defined on the James City County Comprehensive Plan and Zoning Map as in effect on the date hereof ("PSA") (the "Non-PSA Boy Scout Property").

R-6. All real property which is described on Exhibits A and B inclusive and which is located inside the PSA shall be referred to collectively herein as the "Property".

R-7. Colonial Heritage, its successors and assigns who own record title to the Property and subsequent purchasers of Residential Units (as hereinafter defined) and non-residential areas are referred to collectively herein as the "Owners". The term "Residential Unit(s)" as used herein shall be defined as any residential dwelling, house, condominium or other unit.

R-8. The Owners and/or their predecessors in title have filed applications under County file numbers Z-3-02/Z-4-02/MP-1-02 (the "Applications for Amendment") to (i) rezone the Boy Scout Property, and (ii) to amend the previously approved master plan and the Proffers

in connection with incorporating portions of the Boy Scout Property into Colonial Heritage but without any increase whatsoever in the number of permitted Residential Units, and (iii) to rezone the Non-PSA Boy Scout Property from A-1 to A-1 with a special use permit (referenced in R-10 below) allowing a residential cluster development.

R-9. Colonial Heritage has filed an application for a special use permit ("SUP") under County file number SUP-21-04 to establish not more than fifty (50) residential lots on the Non-PSA Boy Scout Property, which application and SUP will impose certain conditions upon the Non-PSA Boy Scout Property.

R-10. The provisions of the Zoning Ordinance, Section 24-1, *et seq.* possibly may be deemed inadequate for protecting and enhancing orderly development of the Property in accordance with the County Comprehensive Plan. The Owners, in furtherance of the Application, desire to proffer certain conditions which, among other things, provide for some of the types of benefits specified in the low density residential provisions of the comprehensive plan and in the Cluster Development Standards and density bonus provisions of the Zoning Ordinance applicable to R-1, R-2 and R-5 districts that should be provided for densities greater than one dwelling unit per acre. These conditions 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.

R-12. Phase I, II and III Archaeological Studies have been performed on the Colonial Heritage Property as described in that document entitled: An Archeological Assessment of the Massie and Ware Tracts, James City County, Virginia dated October, 2000 prepared by Cultural Resources, Inc. The referenced studies with treatment plans required pursuant to paragraph 2 below have been approved by the County Director of Planning.

R-13. Copies of each of the studies referenced in Recital paragraph R-13 and paragraph 2 below are on file in the office of the County Director of Planning.

R-14. A Community Impact Statement made by AES Consulting Engineers, with update dated June 24, 2002 has been submitted to the County Director of Planning for review and approval by the County in connection with both the Application and the Applications for Amendment, and those statements are on file in the office of the County Director of Planning.

NOW, THEREFORE, for and in consideration of the approval by the County of the rezoning of the Property, and pursuant to Section 15.2-2296 of the Virginia Code and Section 24-16 of the Zoning Ordinance, Colonial Heritage agrees that the Owners shall meet and comply with the following conditions and proffers as indicated in developing the Property.

PROFFERS:

SECTION I. Proffers Applicable to All Property.

1. **Binding Master Plan.** The Property shall be developed generally in accordance with an Amended Master Plan of Development pursuant to Section 24-515(b) of the Zoning Ordinance entitled "Amended Master Development Plan of Colonial Heritage at Williamsburg" made by AES Consulting Engineers and Land Design, Inc. and Williamsburg Environmental Group, Inc., dated June 21, 2002, and revised July 2, 2004, which is incorporated by reference (the "Master Plan"). The Master Plan provides only for the general location of proposed streets, the general location of proposed areas of open space, buffer areas, recreation facilities, densities, and types of land use, and the general location of proposed areas for golf fairways, greens, drainage facilities, pedestrian connectivity, greenways and other amenities. Development plans may deviate from the Master Plan if the Planning Commission concludes after reviewing written comments from the Planning Director 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. The County hereby acknowledges that the Master Plan described above has been submitted to and is on file in the office of the County Director of Planning. Prior to or concurrent with submission of development plans for each land bay shown on the Master Plan within the Property ("Land Bays"), the Owners shall receive approval from the County's Director of Planning of more detailed master plan(s) for each Land Bay which more detailed master plans shall describe the dwelling unit and commercial land use types and layout for each Land Bay.

2. Archaeological Study. If not previously submitted and approved, a Phase I Archaeological Study for each Land Bay shall be submitted to the Director of Planning for his review and approval prior to issuance of a land disturbing permit for any soil disturbing activity in such Land Bay. A treatment plan shall be submitted to, and approved by, the Director of Planning for all sites in the Phase I study that are recommended for a Phase II evaluation, and/or identified as being eligible for inclusion on the National Register of Historic Places. If a Phase II study is undertaken, such a study shall be approved by the Director of Planning and a treatment plan for said sites shall be submitted to, and approved by, the Director of Planning for sites that are determined to be eligible for inclusion on the National Register of Historic Places and/or those sites that require a Phase III study. If in the Phase II study, a site is determined eligible for nomination to the National Register of Historic Places and said site is to be preserved in place, the treatment plan shall include nomination of the site to the National Register of Historic Places. If a Phase III study is undertaken for said sites, such studies shall be approved by the Director of Planning prior to land disturbance within the study area. All Phase I, Phase II and Phase III studies shall meet the Virginia Department of Historic Resources' Guidelines for Preparing Archaeological Resource Management Reports and the Secretary of the Interior's Standard and Guidelines for Archaeological Documentation, as applicable, and shall be conducted under the supervision of a qualified archaeologist who meets the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards. All approved treatment plans shall be incorporated into the plan of development for each Land Bay and shall be adhered to during the clearing, grading and construction activities thereon.

3. Traffic.

A. U.S. Home has submitted to the Office of the County Director of Planning and the Virginia Department of Transportation ("VDOT") a traffic analysis dated October 23, 2000 entitled: "Traffic Analysis for U.S. Homes Site on Richmond Road" prepared by DRW Consultants, Inc. as updated by supplements dated June 18, 2002 and July 28, 2004 (the "Traffic Study"). The Traffic Study is on file with the County Department of Planning.

B. The following entrance and road improvements ("West Crossover Improvements") shall be installed to VDOT standards and specifications:

(1) A traffic signal at the west crossover as shown and defined in the Traffic Study (hereinafter "West Crossover").

(2) Modification on and/or improvement of the single left turn lane on westbound Richmond Road at the West Crossover, if, as and when required by VDOT.

(3) Construction of a right-turn lane on eastbound Richmond Road at the West Crossover.

(4) Construction of two (2) exit lanes and two (2) entrance lanes at the site entrance at the West Crossover.

(5) Construction of a left-turn lane on eastbound Richmond Road at the West Crossover as necessary to accommodate the traffic signal described above.

(6) Modifications to crossover pavement to accommodate improvements listed herein.

C. In addition, the following entrance and road improvements ("East Crossover Improvements") shall be installed to VDOT standards and specifications:

(1) A traffic signal at the east crossover as shown on the Traffic Study (hereinafter "East Crossover").

(2) Construction of double left turn lanes on westbound Richmond Road at the East Crossover.

(3) Construction of a right turn lane on eastbound Richmond Road at the East Crossover.

(4) Construction of three (3) exit lanes and two (2) entrance lanes at the site entrance at the East Crossover.

(5) Construction of an eastbound left turn lane at the East Crossover as necessary to accommodate a traffic signal.

(6) Construction of East Crossover pavement to accommodate improvements listed herein.

(7) If commercial component or Nonresidential Use (as defined below) development precedes residential development and commercial component or Nonresidential access to the West Crossover is requested, then the West Crossover

improvements cited above shall be required as a condition of the Nonresidential development approval upon determination of necessity by the County Director of Planning and approval by VDOT.

D. (1) The East Crossover and West Crossover Improvements cited above may be phased in accordance with a commercial phasing plan. Any phasing of East Crossover and West Crossover Improvements must be approved by VDOT and the County Director of Planning as a condition of the site plan approval for the commercial phase.

(2) After approval of the first phase of road improvements identified above and within 30 days of a request from VDOT, the Owners shall pay to VDOT a pro rata share (pro rata share based on the number of signals provided by the Owner divided by the total number of signals included) of any VDOT U.S. Route 60 (Richmond Road) signal coordination project that includes either or both of the East and West Crossovers committed for construction by the earlier of December 31, 2020 or the date of completion of development of the Property (defined below).

(3) For purposes of this paragraph, the date of completion of development of the Property shall be defined as the later of such date on which preliminary site plan or preliminary subdivision plan approval has been granted by the County for all portions of the Property devoted to both residential and commercial use.

(4) The cost for a signal coordination project may include traffic signal equipment at intersections on Richmond Road and may include any necessary utility relocation

within available right of way and easements to accommodate traffic signal equipment, but will not include any right of way acquisition expense(s) or road construction changes.

E. For any right turn in/right turn out driveway on eastbound Richmond Road to provide access to the Nonresidential areas of the Property, a right turn lane on eastbound Richmond Road shall be installed to VDOT standards and specifications prior to the issuance of any temporary or permanent Certificate of Occupancy for buildings shown on the associated site plan.

F. In addition, the following entrance and road improvements shall be installed to VDOT standards and specifications:

- (1) Construction of a left turn lane on northbound Centerville Road at the point of access.
- (2) Construction of a right turn lane on southbound Centerville Road at the point of access.
- (3) Construction of two (2) exit lanes and one (1) entrance lane at the point of access.
- (4) A traffic signal shall be installed on Centerville Road at the point of access.

G. Plantings approved in advance by the County Director of Planning and VDOT, if necessary, shall be placed in the median of Richmond Road along those portions of Richmond Road which abut the Property.

H. Except as otherwise provided herein, the entrance and road improvements described in subparagraphs B and C above shall be completed prior to approval of any final subdivision plat or final site plan for any lot, section or phase housing a Residential Unit within the Property. Construction of the clubhouse, golf course or other neighborhood recreation facilities, roads and amenities within Colonial Heritage may begin and may be completed prior to completion of such road improvements.

I. The road improvements to Centerville Road described in subparagraph F above shall be completed or bonded prior to approval of any subdivision plat or final site plan for any lot, section or phase containing Residential Units within Land Bay V, VII or VIII as shown on the Master Plan. The entrance and road improvements for Centerville Road described in subparagraph F above and the connection of the main road shown on the Master Plan connecting State Route 614 (Centerville Road) to U.S. Route 60 (Richmond Road) shall be completed or bonded prior to approval of any final subdivision plat or site plan for any lot, section or phase creating a cumulative total of 1,200 Residential Units within the Property. No Residential Units beyond 1200 shall be approved by the County until said improvements and connection have been completed or bonded. If said improvements and connection to Centerville Road have not then been completed, then the Owner shall provide an additional traffic impact analysis (reviewed and approved by the County Director of Planning and VDOT) to include:

(1) A count of actual traffic using the U.S. Route 60 (Richmond Road) access during the AM and PM peak hours.

(2) A determination of the actual trip generation rates of the existing Residential Units during the AM and PM peak hours.

(3) A forecast for the then remaining Residential Units on the Property to be built to determine if the sum of the traffic from said remaining Residential Units at actual trip generation rates without the State Route 614 (Centerville Road) connection added to the actual trips exiting and entering the Property at U.S. Route 60 (Richmond Road) is less than or greater than the Residential Unit traffic assigned to U.S. Route 60 (Richmond Road) in the Traffic Study.

(4) If it is determined that the sum of said remaining Residential Unit traffic at actual trip generation rates without the State Route 614 (Centerville Road) connection added to the actual trips exiting and entering the Property at U.S. Route 60 (Richmond Road) is greater than the Residential Unit traffic assigned to U.S. Route 60 (Richmond Road) in the Traffic Study, then the additional traffic impact analysis will determine either:

(a.) That the traffic from said remaining Residential Units based on actual trip generation rates will not change the levels of service (letter grade) presented in the Traffic Study in which event subdivision and/or final site plan approval may proceed beyond the 1,200 units described above, or

(b.) Additional road improvements identified by the Traffic Study and needed on U.S. Route 60 (Richmond Road) to provide the levels of service (letter grade) presented in the Traffic Study for the remaining Residential Units at actual trip generation rates will be provided by the Owner.

(5) The improvements identified in 3(I)(4)(b) above, if any, shall be installed or bonded as described below prior to final site plan or subdivision approval for any Residential Units beyond 1200. Except as provided to the contrary above, the Owner may obtain final plat or site plan approval by bonding the completion of the required improvements.

J. Furthermore, the following additional measures shall be undertaken:

(1) Prior to issuance of a building permit for the 600th Residential Unit on the Property, a trip generation study of the residential development of the Property shall be conducted and submitted to the County Director of Planning and VDOT for review and approval. The trip generation study shall conduct counts (7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.) and document actual two-way A.M. and P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued by the County as of the date of the study, but such counts shall be limited to entering and exiting counts at all residential points of access to the Property.

(a.) In the event that such actual two-way A.M. and/or P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued is greater than the residential trip generation rates projected in the Traffic Study,

additional steps shall be taken as described in subparagraph 4 below to mitigate traffic impacts upon Richmond Road and/or Centerville Road.

(b.) In the event that actual trip generation rates are equal to or less than those projected in the Traffic Study, development of Residential Units may proceed pending additional traffic studies as described below.

(c.) The trip generation study shall also include an assessment of the need for the second left turn lane westbound on Route 60 at the west crossover and the second left turn lane northbound on Centerville Road, Route 614 at the west crossover for construction of 600 to 1200 residential units. If needed, either or both turn lanes shall be constructed or bonded prior to approval of the number of units determined in the study to require either or both turn lanes.

(2) Prior to issuance of a building permit for the 1,200th Residential Unit on the Property, a trip generation study of the residential development of the Property shall be conducted and submitted to the County Director of Planning and VDOT for review and approval. The trip generation study shall conduct counts (7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.) and document actual two-way A.M. and P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued by the County as of the date of the study, but such counts shall be limited to entering and exiting counts at all residential points of access to the Property.

(a.) In the event that the actual two-way A.M. and/or P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued is

greater than the residential trip generation rates projected in the Traffic Study, additional steps shall be taken as described in subparagraph 4 below to mitigate traffic impacts upon Richmond Road and/or Centerville Road.

(b.) In the event that actual trip generation rates are equal to or less than those projected in the Traffic Study, development of Residential Units may proceed pending additional traffic studies as described below.

(c.) The trip generation study shall also include an assessment of the need for the second left turn lane westbound on Route 60 at the west crossover and the second left turn lane northbound on Centerville Road, Route 614 at the west crossover for construction of 1200 to 1600 residential units. If needed, either or both turn lanes shall be constructed or bonded prior to approval of the number of units determined in the study to require either or both turn lanes.

(3) Prior to issuance of a building permit for the 1,600th Residential Unit on the Property, a trip generation study of the residential development of the Property shall be conducted and submitted to the County Director of Planning and VDOT for review and approval. The trip generation study shall conduct counts (7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.) and document actual two-way A.M. and P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued by the County as of the date of the study, but such counts shall be limited to entering and exiting counts at all residential points of access to the Property.

(a.) In the event that the actual two-way A.M. and/or P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued is greater than the residential trip generation rates projected in the Traffic Study, additional steps shall be taken as described in subparagraph 4 below to mitigate traffic impacts upon Richmond Road and/or Centerville Road.

(b.) In the event that actual trip generation rates are equal to or less than those projected in the Traffic Study, development of Residential Units may proceed.

(c.) The trip generation study shall also include an assessment of the need for the second left turn lane westbound on Route 60 at the west crossover and the second left turn lane northbound on Centerville Road, Route 614 at the west crossover for construction of 1600 to 2000 residential units. If needed, either or both turn lanes shall be constructed or bonded prior to approval of the number of units determined in the study to require either or both turn lanes.

(4) In the event that such actual trip generation rates as determined above produced by Residential Units on the Property exceed those projected by the Traffic Study, additional roadway improvements shall be made after each trip generation study or, at the option of the County, cash payment(s) may be made to the County after each trip generation study in order to fund road improvements, additional signal coordination, capacity improvements on Richmond Road or Centerville Road, or other capacity needs generated by development of the Property as may be determined appropriate and approved in advance by the County Director of Planning; provided, however, that the aggregate cost of improvements and/or cash payment(s)

described herein during the entire development of the Property shall not exceed a total of Five Hundred Thousand and No/100 Dollars (\$500,000.00).

K. The Owners shall make a contribution to the County in the amount of \$40,250.00 for a portion of the costs of intersection improvements at the Centerville/Jolly Pond intersection as described by the Traffic Study. This payment shall be made on or before January 1, 2006.

L. Traffic signals described in and required by this paragraph 3 shall be constructed at such time as warrants, need or traffic thresholds established by VDOT are met (referred to herein as "warranted"). Prior to the issuance of final site plan or subdivision plat approval for the 1500th Residential Unit on the Property, any traffic signal required by this paragraph which has not been warranted shall be guaranteed in accordance with the following procedure:

(1) A cash deposit in the amount of ONE HUNDRED FIFTY THOUSAND AND NO/100 DOLLARS (\$150,000.00) per traffic signal shall be made with the County.

(2) The deposit(s) referenced above shall be held for a period of five (5) years (the "Deposit Term") from the date on which said deposits are made.

(a.) Should any traffic signal(s) not be warranted during the Deposit Term, the deposit for each of such lights shall be returned to the depositor or its assigns.

(b.) In the case of traffic signal(s) which are warranted during the Deposit Term, the deposit for such signal(s) shall be retained by the County in full satisfaction of the obligations created by these proffers to provide the subject signal(s).

4. Underground Utilities. All existing and new utilities, including electrical and telephone wires, conduits and all sewer and water pipes within the Property (but outside of the easements currently held by, or area currently dedicated to transmission lines for Dominion Virginia Electric & Power, Dominion Virginia Natural Gas and the City of Newport News) shall be underground, except as approved by the County Director of Planning.

5. Bus/Transit Facilities. A bus pull-off area and bus stop shelter shall be constructed on both Richmond Road and Centerville Road adjacent to the Property prior to issuance of a Certificate of Occupancy for any permanent building in Land Bay I. Design and location of the pull-off and shelter shall be approved in advance by the County Transit Administrator. The timing of completion of construction of the facilities required by this subparagraph may be deferred by approval of the County Transit Administrator.

6. Natural Resources.

A. The Owners shall commission a natural resource inventory of each of the portions of the Colonial Heritage Property to be disturbed, before each such portion is disturbed, which will map and describe unique and sensitive habitats for known threatened and/or endangered species, as well as rare species of concern ("Natural Heritage Resources") which are now listed by the Virginia Department of Conservation and Recreation's Division of Natural Heritage ("DCR/DNH"). These investigations will be conducted by personnel who are qualified

to conduct such studies and be submitted to and approved by the County Director of Planning prior to issuance of a preliminary site plan or subdivision plan approval for any portion of the development of the Property occupied by a Natural Heritage Resource. If the natural resource inventory confirms that a Natural Heritage Resource exists on a particular portion of the Property to be disturbed, a conservation management plan will be prepared, submitted, and approved by the County Director of Planning, as well as other agencies responsible for the protection/conservation of the specific species inventoried, prior to issuance of any land disturbance permit for the affected portion of the Property. All inventories and conservation management plans shall meet or exceed DCR/DNH standards. All approved conservation management plans shall be incorporated into the development plan of the portion of the Property affected and if unavoidable impacts will occur as a result of clearing, grading or construction, an appropriate mitigation plan will be developed by the Owners and approved by the County Director of Planning and the appropriate regulatory agency prior to issuance of a land disturbance permit for the portion of the development of the Property occupied by any Natural Heritage Resource. Such an inventory shall be completed and the terms above met for any portion of the property which is the subject of a land disturbance permit application before issuance of that permit. The provisions of this paragraph shall be in addition to and not in lieu of any environmental inventory otherwise required by the County Code.

B. The Owners shall commission a natural resource inventory for all of the Boy Scout Property within the PSA prior to County approval of any final site plan or subdivision plat for development on said property. Such inventory will map and describe unique and sensitive habitats for any known threatened and/or endangered species, as well as any rare

species of concern ("Natural Heritage Resources") which are listed by the Virginia Department of Conservation and Recreation's Division of Natural Heritage ("DCR/DNH"). These investigations will be conducted by personnel who are qualified to conduct such studies and be submitted to and approved by the County Director of Planning prior to preliminary site plan or subdivision plan approval for any portion of the development of the Property occupied by any Natural Heritage Resource. If the natural resource inventory confirms that a Natural Heritage Resource exists on a particular portion of the Property to be disturbed, a conservation management plan will be prepared, submitted, and approved by the County Director of Planning, as well as any other agency responsible for the protection/conservation of the specific species inventoried, prior to issuance of any land disturbance permit for the affected portion of the Property. All inventories and conservation management plans shall meet or exceed DCR/DNH standards. All approved conservation management plans shall be incorporated into the development plan of the portion of the Property affected and if unavoidable impacts will occur as a result of clearing, grading or construction, an appropriate mitigation plan will be developed by the Owners and approved by the County Director of Planning and the appropriate regulatory agency prior to issuance of a land disturbance permit for the portion of the development of the Property occupied by any Natural Heritage Resource.

7. Sidewalks. Sidewalks shall be constructed on one side of the road along those portions of Richmond Road and Centerville Road which abut the Property. These sidewalks shall be constructed prior to issuance of a building permit by the County for the 250th Residential Unit within the Property. Should VDOT or other permitting issues delay completion of the

sidewalks described in this paragraph, the Owners may be issued building permits beyond 250 Residential Units after bonding compliance with this paragraph.

8. Public Use Site.

A. In order to mitigate impacts upon the County of development of the Property, a conveyance of real property pursuant to paragraph B below shall be made to the County.

B. The conveyance of real property to the County as described above, shall be made upon the following terms:

(1.) The Owners shall convey to the County for use as a public use site that certain portion of the Boy Scout Property more particularly shown and described on the attached plat/drawing entitled: "PLAT OF SUBDIVISION FOR CONVEYANCE TO JAMES CITY COUNTY, VIRGINIA OF PUBLIC USE SITE B, 82.0± ACRES, POWHATAN DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated December 12, 2003, made by AES, Consulting Engineers ("Public Use Site B"). Public Use Site B shall be conveyed subject to restrictive covenants benefiting the Owners and the Association, prohibiting uses and/or development except as described in subparagraph 2 below. Public Use Site B shall be conveyed to the County on or before the later of December 1, 2004 or such date as is sixty (60) days after the date of final approval of the Applications for Amendment.

(2.) Public Use Site B shall be conveyed subject to restrictive covenants running with the land which shall limit the use and/or development of Public Use Site

B to uses intended to mitigate the impacts of development of a public use site on the Colonial Heritage development and to protect and enhance development of the remainder of the Property. Accordingly, use of the public use site described and conveyed per the above shall be restricted in accordance with that certain document entitled Declaration of Covenants, Conditions and Restrictions for Public Use Site B, James City County, Virginia which is attached hereto as Exhibit D, and which shall be recorded in the Clerk's Office upon conveyance to the County of Public Use Site B.

SECTION II. Proffers Applicable to Residential Property

1. Age Restriction. Occupancy of Residential Units developed upon the Property shall be age restricted to persons fifty-five (55) years of age or older in accordance with the following parameters:

A. It is the intent of the parties that Residential Units shall be occupied by persons fifty-five (55) years of age or older and that no Residential Unit shall be occupied by a person under the age of eighteen (18). In some instances, persons under the age of fifty-five (55) but over the age of eighteen (18) shall be entitled to occupy Residential Units, subject, at all times, to the laws and regulations governing age fifty-five (55) and over restricted housing as more particularly set forth and described in subparagraph B below.

B. Each Residential Unit within the Property shall have a master bedroom and bath on the main floor of such unit and shall be developed and operated in compliance with applicable federal and state laws and regulations regarding housing intended for occupancy by persons fifty five (55) years of age or older, including but not limited to: the Fair Housing Act,

42 U.S.C. §3601 *et seq.* and the exemption therefrom provided by 42 U.S.C. §3607(b)(2)(C) regarding discrimination based on familial status; the Housing for Older Persons Act of 1995, 46 U.S.C. §3601 *et seq.*; the Virginia Fair Housing Law Va. Code §36-96.1 *et seq.*; any regulations adopted pursuant to the foregoing; any judicial decisions arising thereunder; any exemptions and/or qualifications thereunder; and any amendments to the foregoing as now or may hereafter exist. Specific provisions of the age restriction described above and provisions for enforcement of same shall be set forth in a declaration of restrictive covenants and property owners' association documents described in Section II, paragraph 8 below.

2. Density.

A. No more than two thousand (2,000) Residential Units shall be developed upon the Property. Any Residential Units developed on the Non-PSA Boy Scout Property shall be subject to this limitation on total Residential Units.

B. The maximum number of Residential Units for which building permits may be issued both on the Property and the Non-PSA Boy Scout Property shall not exceed a total of two thousand (2,000). Any development of Residential Units on the Non-PSA Boy Scout Property shall otherwise comply with all applicable provisions of the Zoning Ordinance in effect from time to time.

3. Water Source: Cash Contribution. A contribution shall be made to the County in the amount of Seven Hundred Fifty and No/100 Dollars (\$750.00) for each Residential Unit developed on the Property (the "Per Unit Contribution"). The County shall make these monies available for development of water supply alternatives. Such contributions shall be payable for

each of the Residential Units developed within the Property upon the earlier of the time of final subdivision plat or final site plan approval by the County for the particular Residential Unit or grouping, phase or section of Residential Units.

4. Neighborhood Recreation Facilities. The following recreation facilities shall be provided, open to all residents of the Property, maintained and regulated by the Association (defined below):

A. Park land which meets or exceeds the Guidelines (defined below) shall be established by Colonial Heritage. Included shall be an eighteen (18) hole golf course, an approximately 10 acre clubhouse site with a clubhouse facility of at least 15,000 square feet and related amenities. Clubhouse amenities shall include a room for library use which shall accommodate a cooperative program between the Williamsburg Regional Library (or successor public library) and the Association (defined in Section II, paragraph 8 below). Clubhouse amenities shall also include an aerobic exercise room and locker rooms.

B. Tennis courts numbering not fewer than three (3).

C. An indoor and an outdoor swimming pool with an aggregate area of all pools (whether one or more, indoor, outdoor or both) not less than twenty-five (25) meters by twenty-five (25) meters.

D. The clubhouse, swimming pool(s) and tennis courts shall be completed before issuance of the Certificate of Occupancy for the 450th Residential Unit within the Property.

E. (1) The Owners shall construct and convey to the County public greenways generally as shown on the Master Plan. Such greenways shall be in the location(s) as generally shown on the Master Plan and shall not exceed 30 feet in width.

(2) The greenways described herein shall be (a) conveyed subject to restrictive covenants prohibiting all motorized vehicles from operating thereon, and further prohibiting all buildings or structures thereon, (b) constructed with soft, pervious surfaces in accordance with the County Greenway Master Plan approved June 25, 2002, and (c) constructed not less than eight (8) feet in width unless a lesser width is approved by the County Director of Planning.

(3) The general location of greenways within the Property shall be described in advertising, promotional and disclosure materials published by the Owners.

(4) Greenways located inside the PSA shall be constructed and conveyed in segments, with each section or segment constructed and conveyed prior to issuance by the County of a building permit for any structure in any section or tract adjacent to a particular segment of greenway.

(5) Greenways located outside the PSA shall be dedicated as shown on the Master Plan prior to final approval of any subdivision plat establishing lots on the Boy Scout Property outside the PSA. The Owners shall not be required to clear or construct those greenways which are located outside the PSA.

5. Transitional Screening.

A. A landscape area shall be established between all commercial and residential use areas within the Property. Such landscape area shall be thirty-five (35) feet in width, and shall contain plantings which meet or exceed the landscape area standards of Section 24-94 of the Zoning Ordinance. This landscape area may be located on areas within the Property which are designated for commercial or residential uses, or partly on both, but no portion of said landscape area shall be part of any individual lot designated for a Residential Unit. Landscape areas compliant with this subparagraph shall be established and planted adjacent to areas of Nonresidential Use (defined below) prior to issuance of a Certificate of Occupancy by the County for such Nonresidential Use.

B. A buffer of one hundred fifty (150) feet shall be maintained between any lot and the Centerville Road right-of-way as it exists on the date hereof. In areas of this buffer which are not presently wooded, a minimum of three (3) trees per four hundred (400) square feet of buffer area shall be planted; not less than fifty percent (50%) of such trees shall be evergreen species.

(1) The buffer described in this subparagraph may, with the approval of the Planning Director, include entrance/exit roads, directional signage, underground utilities, underground and above ground drainage facilities, bus stops, curbs, gutters, sidewalks, fences and signs.

(2) The buffer described in this subparagraph shall be planted, or the planting of such buffer shall be bonded, prior to final approval of any subdivision plat for any Residential Unit(s) in the Land Bay(s) adjacent to said buffer.

C. A buffer of one hundred fifty (150) feet shall be maintained between any residential lot (exclusive of any well lot) and the Jolly Pond Road right-of-way as it exists on the date hereof. In the event that clearing is undertaken to provide sight lines for any entrance or driveway providing access to Jolly Pond Road, the buffer described here shall be maintained from the limits of such clearing to any adjacent lot. The buffer described in this subparagraph may, with the approval of the Planning Director, include entrance/exit roads, directional signage, underground utilities, underground and above ground drainage facilities, bus stops, curbs, gutters, sidewalks, fences and signs.

6. Golf Course Water Usage. Unless otherwise specifically approved by the Board of Directors of the James City Service Authority, no groundwater or water supplied by a public water system as defined in the Zoning Ordinance shall be used for irrigation purposes upon the golf course developed upon the Property. The term "groundwater" as used in this paragraph shall not include surface water, surface water runoff, stormwater, water from stormwater management facilities (including those facilities commonly known as or defined by the County Code, Virginia Code or applicable regulations, best management practices or BMPs), water from ponds, lakes or other impoundments not supplied by wells. Water from Deer Lake and other lakes, ponds or impoundments on the Property or the Non-PSA Boy Scout Property shall constitute surface water, and irrigation with such water shall not be prohibited by this proffer. 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 golf course in order to accomplish the limitation on use of public water and groundwater contained within this paragraph.

7. Additional Water Conservation.

A. The Owners and the Association shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority. The Association shall be responsible for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of irrigation systems, the use of approved landscaping materials, and the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources. The standards shall be approved by the James City Service Authority prior to the first subdivision plat approval for a Residential Unit within the Property.

B. No irrigation well(s) shall be established or utilized for any Residential Unit within the Property.

C. Existing wells located on the Property shall be capped/abandoned in accordance with applicable Commonwealth of Virginia and/or County regulations and ordinances, if, as and when the Owners determine in their discretion that such wells are not necessary or to be utilized in the future.

8. Property Owners Association. A residential property owners' association ("Association") shall be established in accordance with the Virginia Property Owners' Association Act, §55-508 *et seq.* of the Virginia Code, in which all owners of Residential Units within the portions of the Property currently lying inside the PSA shall be members by virtue of their property ownership. The articles of incorporation or organization and bylaws of the Association and declaration of restrictive covenants enforceable by the Association shall be

submitted to and reviewed by the County Attorney for consistency with this proffer. Such governing documents shall require or provide for, *inter alia* the following:

A. The Association shall adopt an annual maintenance budget and assess all members for the maintenance of all properties owned and/or maintained by the Association, including private roads.

B. The Association shall be granted the right to adopt and enforce rules and regulations with respect to the use of common areas and with respect to other areas of responsibility of the Association.

C. The Association shall have the power to assess its members in order to provide for the budget described above, and shall further have the power to levy special assessments, and to have a lien upon property owned by its members for collection and enforcement of such assessments, and for the cost of remedying violations of the rules and regulations established by the Association. Separate owners' associations may be established for individual sections within the Property, and impose supplemental restrictive covenants on individual sections or areas of the Property.

D. The Association shall have the power and shall enforce the age restrictions described above, including without limitation the application of such restrictions upon sale and/or resale of any Residential Unit.

E. The Association shall administer the Automatic External Defibrillator program described in Section II, paragraph 14 below.

F. The Association shall be charged with the obligation to provide for not less than one (1) uniformed security guard to be continuously stationed at the main entrance to the Property from Richmond Road. Such security guard need not be, but may be at the discretion of the Association (subject to appointment procedures established by law), (i) a special police officer(s) and/or conservator(s) of the peace, and/or (ii) armed.

G. The Association shall conduct or facilitate a golf instructional program for children of low income families residing in the County, so as to expose children to the game of golf. Such instructional program shall be conducted no less frequently than two (2) times per calendar year.

H. The Association shall enforce the water conservation standards described in paragraph 7 above.

I. The Association shall enforce restrictions designed to preserve natural open space adjacent to Residential Units or residential lots subdivided within those portion of the Property currently within the PSA.

J. The Association shall maintain the median plantings described in Section I paragraph 3(G) above, by replacing dead or diseased plantings.

9. Private Streets. All streets (as defined by the County Code) within the residential portions of the Property shall be private and shall conform to VDOT construction standards. All private streets shall be certified to the satisfaction of the County engineer as required by

Section 19-49 of the County Code. Curb and gutter shall be constructed on any streets on which a Residential Unit fronts.

10. Deed Provisions. Every deed by which any lot or parcel created for a Residential Unit is first conveyed to any owner by the Owners shall contain reference to the age restriction provisions of Section II, paragraph 1 above.

11. Streetscapes. Any and all residential development within the Property shall be in conformity with the County Streetscape Guidelines Policy as in effect on the date hereof. No Residential Unit(s) shall front on any portion of Colonial Heritage Boulevard shown on the Master Plan running from U.S. Route 60 (Richmond Road) to State Route 614 (Centerville Road).

12. Sidewalks/Pedestrian and Bicycle Trails.

A. (1) Sidewalks shall be constructed on at least one (1) side of every internal street or road constructed within the Property, and sidewalk construction shall be completed or bonded not later than the date on which construction of the adjacent road is completed (including final asphalt topcoating).

(2) Sidewalks (or a combination of sidewalks and the pedestrian trails described in subparagraph B below) shall be constructed on both sides of any internal street on which multiple family or two-family (as defined in the County Code) Residential Units front. Such sidewalks and/or trails shall be completed or bonded not later than the date on which construction of the adjacent road is completed (including final asphalt topcoating).

(3) At any point where sidewalks or pedestrian trails described herein cross and connect to another sidewalk or trail across the main arterial street shown on the Master Plan connecting U.S. Route 60 (Richmond Road) with State Route 614 (Centerville Road), striping, signage, and pavement texturing shall be designed and implemented to assure the visibility of such crossing. All such measures shall be subject to the approval of the County Director of Planning.

B. A system of pedestrian and bicycle trails shall be constructed or bonded in connection with and simultaneously with development of each phase, section or Land Bay shown on the Master Plan (which trail system shall include the sidewalks described above) conforming to the following design guidelines:

(1) All pedestrian trails shall be not less than four (4) feet in width and all bicycle trails shall be not less than eight (8) feet in width.

(2) Access to abutting Land Bays shown on the Master Plan and connection of cul-de-sacs shall be established where practical as determined by Colonial Heritage and approved by the County Planning Director.

(3) Interconnectivity for pedestrian traffic between the commercial or Non-Residential Use (defined below) areas of the Property shall be established as a part of pedestrian trail and/or sidewalk systems created pursuant to this paragraph.

(4) Trails shall avoid lands with greater than twenty-five percent (25%) slopes, environmentally sensitive areas and areas designated as resource protection areas where practical as determined by the County Chesapeake Bay Administrator.

(5) Paved surfaces shall be provided, except as limited by environmentally sensitive areas, wherein pervious, soft surfaces underlaid with filter cloth shall be employed, as determined by the County Director of Planning.

(6) One and one-half (1.5) miles of trail shall be provided for each 590 Residential Units constructed within the Property and all construction of such trails shall be assured by agreement with the County and by furnishing to the County a certified check, bond with surety or letter of credit satisfactory to the County as set forth in Section 19-72 of the County Code.

(7) Except as provided or contradicted above, the trails shall be designed to meet or exceed the standards of the County Comprehensive Parks and Recreation Plan proffer guidelines, as in effect on the date hereof ("Guidelines").

(8) Pedestrian and bicycle trails may, but shall not be required to be located within the buffers established pursuant to Section II, paragraphs 5(A), (B) and (C).

C. All sidewalks constructed within the Property shall meet or exceed the standards of Section 24-35 of the County Code.

13. EMS Equipment/Signalization: Cash Contribution.

A. A contribution shall be made to the County in the amount of Seventy Thousand and No/100 Dollars (\$70,000.00) for fire and rescue equipment replacement and supply and traffic signal preemption equipment. This payment shall be made at the rate of Seventy and No/100 Dollars (\$70.00) per Residential Unit (the "Per Unit Contribution") for the first one thousand (1,000) Residential Units within the Property, and shall be payable upon the earlier of the time of final subdivision plat or final site plan approval by the County of each said Residential Unit or grouping, phase or section of Residential Units or, in the case of signal preemption equipment, when said equipment is installed.

B. A contribution shall be made to the County in the amount of Fifty Thousand and No/100 Dollars (\$50,000.00) for application to the purchase of a new paramedic/first aid vehicle or unit. These funds may be, at the discretion of the Board of Supervisors of the County, applied to other capital needs of the County Emergency Medical Services deemed by the County to be generated by development of the Property. This payment shall be made prior to final site plan or subdivision plat approval for any Residential Units beyond 400 within the Property.

14. Automatic External Defibrillator ("AED") Program. An AED program shall be established for administration by the Association within the Property which shall comply with Section 32.1-111.14:1 *et seq.* of the Code of Virginia, as written on the date hereof, and Virginia State Board of Health regulations promulgated pursuant thereto. Not less than one defibrillator per building to be used as a part of the AED program shall be supplied by the Owner for use in

this AED program for every building constructed for public occupancy on the Property of the Association (exclusive of golf course maintenance buildings, equipment sheds, pump houses, storage buildings, Residential Units and other outbuildings of less than 2,000 square feet. The existence of such AED program and an implementation schedule shall be confirmed by the County Fire Chief prior to any final site plan or subdivision plat approval.

15. INTENTIONALLY OMITTED.

16. Cash Contributions For Additional Community Impacts.

A. An additional contribution shall be made to the County in the amount of Four Hundred Thirty-Eight and No/100 Dollars (\$438.00) for each of the first one thousand (1,000) Residential Units developed on the Property (the "Per Unit Contribution"), in order to mitigate additional impacts on the County arising from the physical development and/or physical operation of the Property. The County may make these monies available for any project in the County's capital improvement plan, the need for which is generated by the physical development and/or physical operation of the Property.

B. The contributions described above, unless otherwise specified, shall be payable for each of the Residential Units developed within the Property at the time of final subdivision plat or final site plan approval by the County for the particular Residential Unit or grouping, phase or section of Residential Units.

17. Slope Protection. For lots subdivided or developed on large, contiguous areas of steep slopes (steep being defined as slopes of twenty-five percent (25%) or greater grade) ("Steep Slope(s)") the following separation or setbacks shall be maintained:

A. Fifteen (15) feet between the top of any Steep Slope and any structure

B. Ten (10) feet between the top of any Steep Slope and the limits of lot or other clearing.

The separation or setback described in this paragraph may be reduced upon approval of the County Environmental Director in order to provide flexibility in the application of this provision, and so as to assure that this provision does not unreasonably restrict the developable acreage within the Property.

18. Open Space/Conservation Area. An open space and conservation area consisting of not less than 282± acres shall be established by easement conveyed to the County encumbering land shown on the Master Plan as "Area Not Subject of Master Plan" and more particularly described on that plan entitled "SPECIAL USE PERMIT PLAN – ALTERNATE 1, COLONIAL HERITAGE BSA PROPERTY" dated 7/9/04, revised 7/29/04, made by AES, Consulting Engineers, submitted with the SUP application SUP-21-04 referenced above, which plan is incorporated by reference. The open space and conservation area easement shall prohibit construction of any Residential Unit or other building, provide for protection of open space, wetlands, trees and tree canopy. The open space and conservation area shall be available, and the Owners shall retain the right to utilize the open space and conservation area for stormwater management structures and facilities, required open space, required impervious/pervious cover

percentages, watershed protection measures and other uses benefiting or facilitating development of the Property and/or the Non-PSA Boy Scout Property.

SECTION III. Proffers Applicable to Commercial Property

1. Area of Nonresidential Uses. A portion of the Property as shown on the Master Plan shall be developed for Nonresidential Uses defined in Section 24-521 and/or Section 24-522 of the Zoning Ordinance as written on the date hereof ("Nonresidential Use").

2. Development Plans. Design review standards for Nonresidential Use development shall be established by Colonial Heritage or successor owner(s) of Nonresidential Use areas of the Property, and provided to the County Director of Planning for approval. Thereafter, conceptual plans and conceptual elevations for development shall be approved prior to site plan approval for any Nonresidential building by the County Development Review Committee of the Planning Commission with a procedure generally as provided by Section 24-142 *et seq.* of the Zoning Ordinance so as to assure conformity with such design review standards, including but not limited to the following:

- (a) location and uses of buildings,
- (b) building orientation,
- (c) landscaping, open space and buffers,
- (d) location and number of entrances,

- (e) pedestrian and vehicular connections,
- (f) building height, and size of any single building
- (g) architectural design,
- (h) setbacks from adjacent properties or roadways,
- (i) signs.

Such approval shall be designed to address the uniformity, appearance and quality of Nonresidential Use of the Property, and shall not be unreasonably withheld.

3. Homeowners' Association Not to Control Commercial Property. The Association shall not control any of the Property developed for Nonresidential Uses. This provision shall not be read to preclude establishment of a separate association created in connection with development of areas of Nonresidential Use within the Property.

4. Strip Shopping Center(s) Prohibited. No retail construction/development or nonresidential use shall be undertaken in Land Bay VI that consists of a row or line of building fronts or separately occupied businesses which are one (1) unit deep, parallel or principally oriented to Richmond Road. A majority of the parking spaces provided shall not be located between the buildings and Richmond Road but shall instead be located beside and/or behind the buildings. Street frontage along Richmond Road shall primarily consist of buildings and open space. At least two pedestrian connections shall be provided from U.S. Route 60 (Richmond Road), one shall be provided from the main spine road, and one from Land Bay I. All pedestrian

connections shall be paved and be at least four feet wide. All commercial uses within Land Bay VI shall be interconnected for both pedestrian and motor vehicular access. It is the intent of this proffer to prohibit development commonly known as "strip commercial development." Development plans for Land Bay VI shall be approved by the Planning Director as to their compliance with these proffers.

5. Richmond Road Buffer. A buffer of fifty (50) feet shall be maintained between any parcel, lot or property line within the Property and the Richmond Road right-of-way as it exists on the date hereof. The buffer proffered in this Section III, paragraph 5 may, with the approval of the Planning Director, include entrance/exit roads, directional signage, underground utilities, underground and above ground drainage facilities, bus stops, curbs, gutters, sidewalks, fences and signs.

6. Preservation of Magnolia Trees. The trees comprising a double row of mature Magnolia trees existing within Land Bay VI as of the date hereof shall not be completely destroyed to create a building site, parking area or other improvements. Destruction or elimination of some trees shall be permitted to allow for streets, roads and vehicular or pedestrian connections perpendicular to such rows of Magnolia trees, the placement of utilities, or other purposes approved by the County Planning Director. This proffer is not to be read to require reimbursement of existing trees which are destroyed by natural causes.

IV. Miscellaneous Provisions

1. Headings. All section and subheadings of these Proffers are for convenience only and shall not be read as a part of these Amended and Restated Proffers or utilized in interpretation thereof.

2. Severability. In the event that any clause, sentence, paragraph, section or subsection of these Proffers shall be adjudged 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.

3. Conflicts. In the event that there is any conflict between these Amended and Restated 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 as otherwise provided by law.

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

5. Amended and Restated Proffers Void if Rezoning not Approved. In the event that the requested rezoning of the Boy Scout Property and the Proffer amendments and Master Plan amendments sought by the Applications for Amendment are not approved by the County, these Amended and Restated Proffers shall be null and void, but the Proffers, the master plan and the rezoning approval by the County in Case No. Z-4-00/MP-01-01 shall remain in full force and effect, unaffected hereby.

6. Effect of Accepted Amended and Restated Proffers. If these Amended and Restated Proffers are accepted by the County and the Applications for Amendment are simultaneously approved by the County, upon the expiration of thirty (30) days from said acceptance and approval with no appeal being duly noted, these Amended and Restated Proffers, and the Master Plan and associated documents filed with the Applications for Amendment shall amend, supersede and restate in their entirety the Proffers and all the associated documents, effective upon the date of such acceptance and approval.

7. INTENTIONALLY OMITTED.

8. Cash Proffer Disposition. In the event that any cash payment(s) or real property conveyed as required under the terms of these Amended and Restated Proffers are not used by the County for the purpose(s) designated within twenty (20) years from the date of receipt by the County, the amounts or 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 generated by the development of the Property.

9. Inflation Adjustment of Cash Proffered. Beginning as of January 1, 2003, the payments and/or Per Unit Contribution described in Section I paragraphs 3(J)(4), 3(K) and 3(L), and Section II, paragraph 3, paragraphs 13(A) and (B) and paragraph 16 above shall be inflation adjusted to reflect changes in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (1982-84=100) (the "CPI") prepared and reported by the U.S. Bureau of Labor Statistics of the United States Department of Labor.

A. The adjustment shall be made by increasing or decreasing the payment (or any portion thereof) due by the percentage change in CPI from (i.) January 1, 2003 through (ii) the last day of the month most recently preceding the date on which the cash payment is due, payable or paid (or the most recent date on which CPI is available).

B. In no event shall the unadjusted proffered cash payment(s) or Per Unit Contribution(s) be adjusted to a sum less than the amount specified in the particular paragraphs described herein.

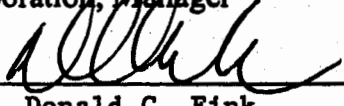
C. In the event that the CPI is not available, a reliable government or other independent publication evaluating information heretofore used in determining the CPI (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary factor for purposes of adjusting proffered cash payments to approximate the rate of inflation in the County after January 1, 2003. In the event that substantial change is made in the method of establishing the CPI, then the adjustment(s) described in this paragraph shall be based upon the figure that would have resulted had no change occurred in the manner of computing CPI.

10. Signature by County. The County's Director of Planning has executed these Amended and Restated Proffers solely for purposes of confirming the filings and submissions described in the Recitals section above, and confirming approval by the County Board of Supervisors of the rezoning of the Property with these Amended and Restated Proffers and the Applications for Amendment by a resolution dated _____, 200__.

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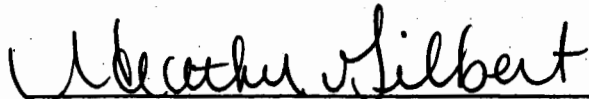
COLONIAL HERITAGE LLC, a Virginia
limited liability company

By: U.S. Home Corporation, a Delaware
corporation, Manager

By: 
Name: Donald C. Fink
Title: Executive Vice President

COMMONWEALTH OF VIRGINIA
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 21st day of October,
2004, by Donald C. Fink, Exec. VP, of U.S. Home Corporation, Manager
of COLONIAL HERITAGE LLC, a Virginia limited liability company, on its behalf.


Notary Public

My commission expires: December 31, 2007;
I was commissioned a notary public as Heather Rondi.

**THE COUNTY OF JAMES CITY,
VIRGINIA**

By: _____

Name: O. Marvin Sowers

Title: Director of Planning

APPROVED AS TO FORM:

THE COUNTY OF JAMES CITY,
VIRGINIA

County Attorney

By: _____
Name: O. Marvin Sowers
Title: Director of Planning

EXHIBIT A

(Colonial Heritage Property)

All those certain lots, pieces or parcels of land, together with buildings and improvements thereon, and appurtenances thereunto belonging, located in James City County, Virginia, being known and designated as "PARCEL 'A' (INCLUDES CEMETERY PARCEL)", "PARCEL 'B' and "PARCEL 'C'" as shown on that subdivision plat entitled "PLAT OF SUBDIVISION AND BOUNDARY LINE ADJUSTMENT BETWEEN THE PROPERTIES OWNED BY THE MASSIE CORPORATION, VAJACK, L.L.C., AND DAVID W. WARE MARITAL TRUST STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA," dated 10/24/02, and recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City, Virginia in Plat Book 89, at pages 10-12; together with all rights whatsoever, including riparian, oil, gas and mineral rights, privileges, easements, interests and appurtenances, thereto or thereto belonging.

All that certain lot, piece or parcel of land situate in Powhatan District, James City County, Virginia containing 181.547 acres \pm (but sold in gross and not by the acre) shown and designated as "PARCEL E" on Sheets 2 and 3 of a plat (the 'Plat') entitled "PLAT OF SUBDIVISION AND BOUNDARY LIEN ADJUSTMENT BETWEEN THE PROPERTIES OWNED BY THE MASSIE CORPORATION, VAJACK, L.L.C., AND DAVID W. WARE MARITAL TRUST, STONEHOUSE DISTRICT, JAMES CITY COUNTY, VIRGINIA," dated 10/24/02, revised 12/12/02 and made by AES Consulting Engineers, a copy of which is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City, Virginia in Plat Book 89, pages 10-12 to which Plat reference is hereby made; together with all rights whatsoever, including riparian, oil, gas and mineral right, privileges, easements, interests and appurtenances thereto.

EXHIBIT B

(Boy Scout Property)

Parcel I

All of that certain tract of land in James City County, State of Virginia, formerly located in Jamestown Magisterial District, containing 617.2 acres, more or less, as shown by Plat of Survey dated May 10, 1938, made by G. L. Evans, Certified Surveyor, and of record in the Clerk's Office of the Circuit Court of James City County, Virginia, in Plat Book 7, Page 43, together with all improvements thereon, rights, privileges and appurtenances thereunto belonging, described as follows, to-wit:

Beginning at a Cedar Stob being the intersection of the Southeast corner of Piggott's Estate and the Southwest corner of R. L. Henley's Estate, thence North 80 degrees 10' W. 200 feet to a point in the center line of the county road; thence with the center line of said road North 61 degrees 10' W. 534 feet; thence North 75 degrees 00' W. 800 feet; thence North 71 degrees 00' W. 922 feet to a point; thence leaving said road South 67 degrees 20' W. 500 feet to a point; thence North 66 degrees 30' W. 130 feet to a point in the center of said county road; thence continuing with the center line of said road North 46 degrees 00' W. 1100 feet; thence North 33 degrees 20' W. 700 feet; thence North 59 degrees 30' W. 551 feet; thence North 77 degrees 00' W. 600 feet; thence South 75 degrees 20' W. 533 feet; thence North 58 degrees 40' W. 200 feet; thence North 16 degrees 30' W. 410 feet; thence North 35 degrees 30' W. 282 feet to a point; thence leaving said county road; thence North 86 degrees 00' E. 562 feet to an iron axle; thence North 4 degrees 10' E. 100 feet; thence North 0' 30' W. 140 feet; thence North 36 degrees 50' E. 100 feet; thence North 13 degrees 30' E. 100 feet; thence North 0 degrees 30' E. 184 feet; thence North 30 degrees 00' E. 100 feet; thence North 22 degrees 20' E. 123 feet; thence North 4 degrees 50' E. 255 feet; thence North 69 degrees 10' W. 100 feet; thence North 22 degrees 45' W. 300 feet; thence North 43 degrees 15' W. 100 feet; thence North 27 degrees 45' W. 300 feet; thence North 74 degrees 30' W. 100 feet; thence North 49 degrees 00' W. 158 feet; thence North 43 degrees 30' W. 400 feet; thence North 9 degrees 00' W. 254 feet; thence North 37 degrees 45' W. 200 feet; thence North 19 degrees 10' E. 300 feet; thence North 21 degrees 30' W. 359 feet to the South shore of Cranston's Mill Pond; thence continuing across said pond; North 33 degrees 00' E. 530 feet to the North shore of said mill pond; thence re-crossing said mill pond South 57 degrees 45' E. 666 feet; thence South 41 degrees 20' E. 85 feet; thence South 67 degrees 45' E. 200 feet; thence South 83 degrees 30' E. 400 feet; thence South 81 degrees 30' E. 100 feet; thence South 43 degrees 30' E. 200 feet; thence South 54 degrees 45' E. 200 feet; thence North 62 degrees 10' E. 131 feet; thence South 82 degrees 30' E. 100 feet; thence South 56 degrees 15' E. 200 feet; thence South 66 degrees 10' E. 94 feet; thence South 76 degrees 15' E. 600 feet; thence North 62 degrees 40' E. 555 feet; thence South 50 degrees 10' E. 200 feet; thence South 48 degrees 10' E. 500 feet; thence South 55 degrees 00' E. 409 feet; thence South 78 degrees 15' E. 400 feet; thence South 24 degrees 40' E. 300 feet; thence South 39 degrees 00' E. 200 feet; thence South 79 degrees 40' E. 300 feet; thence South 81 degrees 15' E. 393 feet; thence South 29 degrees 50' E. 200 feet; thence South 18 degrees 45' E. 139 feet; thence South 27 degrees 30'

E. 400 feet; thence South 47 degrees 20' E. 300 feet; thence South 84 degrees 45' E. 400 feet; thence South 39 degrees 00' E. 200 feet; thence South 81 degrees 00' E. 107 feet; thence South 18 degrees 30' E. 300 feet; thence South 16 degrees 40' E. 400 feet; thence South 49 degrees 30' E. 500 feet; thence South 24 degrees 10' W. 275 feet; thence South 68 degrees 45' W. 200 feet thence South 29 degrees 20' W. 505 feet; thence South 22 degrees 30' W. 500 feet; thence South 12 degrees 30' E. 200 feet to Cedar Stob; thence South 37 degrees 50' W. 584 feet to a White Oak Stump; thence South 33 degrees 20' W. 260 feet to a White Oak Stump; thence South 12 degrees 00' W. 347 to the point of beginning.

Parcel II

All of that certain tract of land in James City County, State of Virginia, formerly in Jamestown Magisterial District, containing 117.8 acres, more or less, as shown by Plat of Survey dated May 10, 1938, made by G. L. Evans, Certified Surveyor, and of record in the Clerk's Office of the Circuit Court of James City County, Virginia, in Plat Book 7, Page 43, together with all improvements thereon, rights, privileges and appurtenances thereunto belonging, described as follows: to-wit:

Beginning at an iron pipe in a Pine stump located at the intersection of County Roads Nos. 626 and 603; thence North 8 degrees 20' E. 49 feet; thence North 7 degrees 40' W. 323 feet; thence North 21 degrees 40' W. 100 feet; thence North 53 degrees 00' W. 393 feet; thence North 47 degrees 30' W. 765 feet; thence North 77 degrees 10' W. 400 feet; thence North 64 degrees 00' W. 275 feet; thence North 48 degrees 10' W. 235 feet; thence North 26 degrees 40' W. 312 feet; thence North 30 degrees 45' W. 141 feet; thence North 50 degrees 10' W. 245 feet; thence up the center line of an old road North 41 degrees 50' W. 132 feet; thence North 20 degrees 10' W. 100 feet; thence North 4 degrees 50' W. 200 feet; thence North 13 degrees 00' W. 180 feet; thence North 32 degrees 50' E. 104 feet; thence leaving old road South 17 degrees 15' E. 158 feet; thence South 62 degrees 20' E. 104 feet to a Beech; thence North 10 degrees 45' E. 253 feet to a Cedar; thence North 36 degrees 00' E. 75 feet to a Beech; thence South 55 degrees 10' E. 76 feet to a point on the Southwest shore of Cranston's Mill Pond; thence North 71 degrees 50' E. 714 feet; thence North 71 degrees 30' E. 238 feet to a point on the Southern shore of said mill pond; thence crossing said mill pond North 26 degrees 45' E. 640 feet to a point on the northern shore of said mill pond; thence re-crossing said mill pond South 58 degrees 45' E. 870 feet to a point on the Southern shore of said mill pond; thence South 21 degrees 30' E. 359 feet; thence South 19 degrees 10' W. 300 feet; thence South 37 degrees 45' E. 200 feet; thence South 9 degrees 00' E. 254 feet; thence South 43 degrees 30' E. 400 feet; thence South 49 degrees 00' E. 158 feet; thence South 74 degrees 30' E. 100 feet; thence South 27 degrees 45' W. 300 feet (shown on Plat as South 27 degrees 45' E.); thence South 43 degrees 15' E. 100 feet; thence South 22 degrees 45' E. 300 feet; hence South 69 degrees 10' E. 100 feet; thence South 4 degrees 50' W. 255 feet; thence South 22 degrees 20' W. 123 feet; thence South 30 degrees 00' W. 100 feet; thence South 0 degrees 30' W. 184 feet; thence South 13 degrees 30' W. 100 feet; thence South 36 degrees 50' W. 100 feet; thence South 0 degrees 30' E. 140 feet; thence South 4 degrees 10' W. 100 feet to an iron axle, thence South 86 degrees 00' W. 562 feet to the point of beginning.

LESS AND EXCEPT all that certain portion of property lying north of the water's edge on the southern side of Bush's Mill or Cranston's Mill Pond as conveyed by Peninsula Council, Boy Scouts of America, a Virginia corporation, by Quitclaim Deed to Toano Fishing and Hunting Club, Incorporated, dated September 10, 1969, recorded September 25, 1969 in the aforesaid Clerk's Office in Deed Book 123, Page 392.

LESS AND EXCEPT all that certain tract, piece or parcel of land as granted to the Commonwealth Transportation Commissioner of Virginia, by Certificate of Take dated January 29, 1990, recorded in the aforesaid Clerk's Office in Deed Book 465, Page 109.

BEING the same property conveyed to Colonial Heritage LLC, A Virginia corporation, by Deed from Colonial Virginia Council of Boy Scouts of America, Inc., a Virginia corporation, dated September 29, 2004, recorded September 30, 2004, in the Clerk's Office of the Circuit Court, James City County, Virginia, as Instrument No. 040024552.

EXHIBIT C
(Non-PSA Boy Scout Property)

All that certain piece or parcel of land situated in James City County, Virginia, containing 506 acres \pm , shown and described as "AREA NOT SUBJECT OF MASTER PLAN SEE ACCOMPANYING SUP APPLICATION" on that certain Master Plan entitled: "COLONIAL HERITAGE, WILLIAMSBURG, VIRGINIA, AMENDED MASTER DEVELOPMENT PLAN" dated July 1, 2004, made by Land Design, and by AES Consulting Engineers, which said plat is incorporated herein by reference for a more particular description of the subject property.

EXHIBIT D

(Declaration of Covenants, Conditions and Restrictions)

Tax Map Number: portion of Tax Map Parcel (22-4)(1-7)

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR PUBLIC USE SITE B
JAMES CITY COUNTY, VIRGINIA

THIS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (this "Declaration") is made this ____ day of _____, 2004, by COLONIAL HERITAGE LLC, a Virginia limited liability company (the "Owner"), provides as follows:

Recitals:

R-1. Colonial Heritage LLC is the Owner of that certain property in James City County, Virginia (the "County"), shown as "PUBLIC USE SITE B" (the "Property") on a plat entitled "PLAT OF SUBDIVISION FOR CONVEYANCE TO JAMES CITY COUNTY, VIRGINIA, OF PUBLIC USE SITE B, 82.0 +/- ACRES, POWHATAN DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated December 12, 2003, prepared by AES Consulting Engineers, as Project No. 8881-03A, attached hereto as Exhibit A and incorporated herein by this reference (the "Plat"); and

R-2. The Property is a portion of the same property conveyed to the Owner by deed dated _____ from Colonial Virginia Council, Boy Scouts of America, a Virginia corporation, of record in the Office of the Clerk of the Circuit Court for the City of Williamsburg and County of James City (the "Clerk's Office") as Instrument No. _____; and

R-3. In connection with development of the Colonial Heritage project in James City County ("County"), certain Proffers dated November 7, 2001, (the "Proffers") were recorded in the Clerk's Office on November 30, 2001, as Instrument #010022082.

R-4. The Proffers require that the Owner provide certain contributions of land or cash to the County, at the election of the County. The County has elected to receive land pursuant to the Proffers, and the Owner has identified the Property as the land to be contributed.

R-5. As provided by the Proffers, the Owner desires to impose on the Property certain covenants, conditions and restrictions prohibiting or restricting certain activities on the Property.

NOW, THEREFORE, the Owner does hereby declare, covenant and agree, for itself and its successors and assigns, that the Property shall be hereafter held and sold subject to the following covenants, conditions and restrictions:

1. Permitted Uses. Only the following uses shall be permitted on or within the Property:

(a) Community Recreation Facilities, including only the following:

- (i) Parks
- (ii) Playgrounds
- (iii) Swimming pool(s)
- (iv) Ballfields
- (v) Tennis Courts, and/or
- (vi) Similar outdoor recreational facilities. Outdoor recreational activities permitted on the Property, shall be limited to daylight hours and shall not include any activity of an offensive or unusual nature, including, but not limited to:

(1) Outdoor concerts or sporting events

(2) Outdoor carnivals, fairs, or circuses

- (b) Fire Station
- (c) Health, exercise, and/or fitness center
- (d) Hospital
- (e) Indoor sports facility
- (f) Library
- (g) Parking lot
- (h) Public meeting hall, and/or
- (i) School(s).

2. Definitions. All terms contained in Section 2 above shall be defined as set forth in the James City County Code as of the date of this Declaration.

3. Amendment. The covenants, conditions and restrictions contained herein shall not hereafter be altered in any respect without the express written approval and consent of both the County and the Owner, or its successor in interest.

4. Severability. The provisions hereof shall be deemed individual and severable and the invalidity or partial invalidity or unenforceability of any one provision or any portion thereof shall not affect the validity or enforceability of any other provision of this Declaration.

5. Enforcement. The provisions hereof shall be enforceable by any proceeding at law or in equity by the Owner, and/or its successor in interest, and/or the Colonial

Heritage Homeowners' Association, Inc. or any sub association or successor thereto. Failure by any entity or the Owner to enforce any covenant, condition or restriction contained herein shall in no event be deemed a waiver of the right to do so thereafter.

6. Duration. These covenants, conditions and restrictions shall run with the land and shall be binding on all parties and persons claiming under them in perpetuity.
7. Miscellaneous. This Declaration is made subject to all applicable agreements, restrictions, deeds, easements, encumbrances and other matters of record affecting the Property. The Owner imposes these covenants, conditions and restrictions freely and voluntarily. No negative reciprocal covenant or restriction shall be created by the recordation or delivery of this Declaration.

WITNESS the following signature.

COLONIAL HERITAGE, LLC

By: _____
Vice President of U.S. Home
Corporation, a Delaware
corporation, manager of Colonial
Heritage LLC

COMMONWEALTH OF VIRGINIA
COUNTY OF JAMES CITY

The foregoing was acknowledged before me this _____ day of _____, 2003,
by _____, Vice President of U.S. Home Corporation, manager of COLONIAL
HERITAGE LLC.

My commission expires: _____

Notary Public

#6054691 v4



U. S. Home - Colonial Heritage at Williamsburg

**2004 Rezoning Application
BSA Tract**

**FISCAL IMPACT ANALYSIS
March 2004**

Revised July 23, 2004

Prepared for:

U. S. Home Corporation

Prepared by:

***The Wessex Group, Ltd.*
479 McLaws Circle, Suite 1
Williamsburg, Virginia 23185
Telephone: (757) 253-5606
Facsimile: (757) 253-2565
e-mail: wessexgroup@wessexgroup.com**

**U. S. Home – Colonial Heritage at Williamsburg
2004 Rezoning Application – BSA Tract
FISCAL IMPACT ANALYSIS**

U. S. Home, the developer of Colonial Heritage at Williamsburg, an active adult community, is seeking rezoning for a 660 acre tract of land adjacent to the approved site for Colonial Heritage, of which 400 acres will be set aside for conservation and 260 slated for development. This report describes the fiscal impact that James City County, Virginia can expect under the new development plan. All dollar figures shown in this report are in 2004 dollars *and have been updated from fiscal impact estimates provided in previous reports prepared by The Wessex Group, Ltd. (TWG) from April 2001 and June 2002.* No attempt has been made to estimate economic inflation. For consistency, all fiscal impact estimates in this report (whether net new estimates or examples from previous studies) are based on James City County's FY 2005 Proposed Budget. It should be noted a real estate property tax rate of \$0.85 (as stated in the FY 2005 Adopted Budget) has been used throughout this analysis.

The site already approved for the development of Colonial Heritage is referred to in this report as the "Massie and Ware tracts." The adjacent site that is being presented for rezoning was purchased from the Peninsula Council of the Boy Scouts of America and is referred to as the "BSA tract." *The Wessex Group* submitted a comprehensive fiscal impact report to James City County for the Massie and Ware tracts rezoning request in 2001. The reader should refer to that report for details on methodology and assumptions. The 2001 report describes the fiscal impact of developing 2,000 homes in Colonial Heritage. Since U.S. Home has been approved to build a total of 2,000 homes for its development, the additional 55 homes to be built on the BSA tract will be removed from within Colonial Heritage if the rezoning is approved by the county. The change in fiscal impact to the county from subtracting 55 homes from the active adult community development is presented below in Table 1.

**Table 1
Summary of Change in Net Fiscal Impact of Constructing 1,945 vs. 2,000 Homes
Massie & Ware Tracts**

	Assumption of Annual Real Appreciation in Real Estate Property Value		
	5%	3%	1.5%
Massie & Ware Tracts – As Approved w/ 2,000 homes (\$000's) adjusted using FY 2005 JCC Budget figures	\$15,504	\$10,419	\$7,613
Massie & Ware Tracts – 1,945 homes assuming the rezoning request is approved for the BSA Tract using FY 2005 JCC Budget figures	\$15,140	\$10,174	\$7,436
Massie & Ware Tracts –Decrease in Net Fiscal Impact (\$000's)	\$364	\$245	\$177

The primary focus of this report is to present the **incremental** impact of rezoning the additional acres in the BSA tract. The addition of the BSA tract to the Colonial Heritage tracts is referred to as the 2004 Plan. Two scenarios are presented: (1) estimates based on the rezoning request including 55 single family homes outside of the Colonial Heritage gates and (2) by-right development of 150 single family housing units on three-acre lots.

In summary and under the assumption of approval of the rezoning request, the combined net fiscal impacts after buildout are as follows in Table 2. As previously indicated, all figures presented in this report reflect 2004 dollars.

Table 2
Summary- Incremental Fiscal Impact – 2004 Plan

	Assumption of Annual Real Appreciation in Real Estate Property Value		
	5%	3%	1.5%
Massie & Ware Tracts – 1,945 units (\$000's)	\$15,140	\$10,174	\$7,436
BSA Tract – 55 homes Requested Rezoning (\$000's)	\$2,626	\$1,742	\$1,255
Fiscal Impact – Colonial Heritage and BSA Tract (\$000's)	\$17,766	11,916	8,691

Table 3 following summarizes the net fiscal impact of the BSA tract if developed by-right. Assumptions and estimates underlying the figures in Tables 1 and 2 are presented subsequently in this report, as are more detailed tables.

Table 3
By-Right Development – BSA Tract - Net Fiscal Impact

	Assumption of Annual Real Appreciation in Real Estate Property Value		
	5%	3%	1.5%
Incremental Revenues (\$000's)	\$777	\$613	\$523
Incremental Expenditures (\$000's)	\$870	\$870	\$870
Net Fiscal Impact (\$000's)	(\$93)	(\$257)	(\$347)

Following are more detailed explanations of estimates pertaining to real property values, population and public education costs for dwelling units located outside of the age-restricted community, and increased public safety costs resulting from the additional acreage in the BSA tract.

Real Property Value Estimates

As of February 2004, U. S. Home had 33 contracts for homes in Colonial Heritage and had closed on two homes. Table 4 lists the average actual selling prices for the homes with contracts, including lot, by product type. Based on the approved master plan and the selling prices shown in the table, the 1,378 detached homes planned for Colonial Heritage will sell for an average of \$385,400 (versus the \$300,000 first estimated in 2001).

Table 4
Colonial Heritage Products

Home Design	Dwelling Type	Average Selling Price	Average Selling Price
Executive Series	Detached	2,500	\$396,300
Garden Series	Detached	2,000	\$363,700
Villa Series	Attached	1,800	\$290,500
Carriage Series	Attached	1,500	\$257,800

In the fiscal impact estimates that follow, the average selling prices listed above are used as the initial basis of real estate values in Colonial Heritage. If the developer's rezoning request is approved, lot sizes of detached home products can be increased and additional product lines can be introduced. The

developer anticipates that the average selling price of a detached home and lot in the development will increase more than 12% to \$440,500.

The developer does not propose to expand the total number of dwelling units to be offered in Colonial Heritage above the approved number of 2,000. If the rezoning request is approved, the developer proposes to remove 55 homes from the active adult community and build 55 dwelling units on the BSA tract that will be located outside of the Colonial Heritage gates. The later are not subject to the resident age stipulations of an active adult community. For this analysis, the developer has estimated the homes outside of the gate (if the rezoning is approved) will average \$630,000 each which will include one to three-acre lots per home site. The developer estimates the average size of these custom built homes will be 4,000 square feet. Because these homes would be located next to Colonial Heritage, property appreciation rates are assumed to match those estimated for Colonial Heritage. The developer anticipates that the average selling price of a detached home and lot on the BSA tract will be \$850,000.

If the rezoning request is not approved, the developer expects to develop the BSA tract by-right, which would result in 150 single family homes (as compared to the proposed 55 housing units) that will not be located within the gates of Colonial Heritage and, therefore, not subject to the age restrictions of an active adult community. The higher density and consequently smaller lot sizes will reduce both the size and value of the homes constructed under this scenario. A market value of \$158,100 is assumed, based on an estimate of \$150,000 for the dwelling unit and lot plus \$8,100 for the additional acreage per unit. Because these single family units would be located next to Colonial Heritage, property appreciation rates are assumed to match those estimated for Colonial Heritage.

Population BSA Tract

The development of the BSA tract under both the requested rezoning scenario and the by-right development scenario is assumed to be single family units outside of the age-restricted, gated community of Colonial Heritage. The population of these households is based on the county average of 2.5 persons per household. For the 55 homes under the rezoned scenario, the estimated addition to the county's population is 136 persons. For 150 homes under the by-right development scenario, the incremental population would reach an average of 375 persons. As described in the 2001 fiscal impact report for Colonial Heritage at Williamsburg (TWG), several types of county revenues and expenditures are attributed to this new development on a per capita basis.

Public Education Costs

Based on information provided by James City County, it is assumed that each single family home located outside of the age-restricted community produces 0.5 public school children. Therefore, for the 50 proposed homes under the rezoned scenario, the incremental public school population would be 25 students. Under the by-right development scenario, the incremental public school population would be 75 students.

The Proposed Budget for FY 2005 shows that per student cost to the county is \$5,384 annually plus \$1,113 per student in debt service related to public schools. These costs have been attributed to the estimated school population of the portion of the BSA tract located outside of the age-restricted community. The per student cost cited above does not include the expenditure of funds allocated to the county under the 1 cent sales tax dedicated to public education costs in the Commonwealth. The analysis

also does not include the revenues allocated in James City County under the state formula. It is assumed that these funds off-set each other. Further, the purpose of the analysis is to estimate the impact on James City County from decisions under the control of the County.

Public Safety Costs

In response to a previous fiscal impact submission for Colonial Heritage prepared by *The Wessex Group*, county staff members indicated that a significant increase in the acreage of a residential development is likely to incur additional public costs, especially public safety costs, even if the number of households does not change. To respond to this concern, TWG staff contacted the James City County Police Department and Fire Department to discuss the financial impact of the additional acreage in the BSA tract.

In addition to the per capita cost of police protection, the Police Department recommends that the fiscal impact analysis include the cost of hiring and equipping one additional officer. The most recent figures indicate that the first year's cost is approximately \$75,000, which includes a police car and equipment. Subsequent years' costs are approximately \$40,000. To account for capitalization and future replacement of the equipment, public safety costs have been increased by \$47,500 per year. The per capita cost is \$84.54 (\$4,790,251 divided by the county's population of 56,662 persons = \$84.54).

To account for the cost of servicing the additional road miles in the BSA tract, the Fire Department recommends increasing the per capita cost of fire protection by 5%. The current per capita cost as indicated the FY 2005 Proposed Budget is \$97.28 (\$5,511,949 divided by the county's population of 56,662 persons = \$97.28). Increasing the per capita cost by 5% yields a figure of \$102.14.

Detailed Tables – Incremental Fiscal Revenues, Expenditures and Net Impact

Tables 5, 6 and 7 following provide more detailed estimates of the fiscal impact of rezoning the BSA tract or developing it by-right. It should be noted that any developer proffers currently in effect or suggested as part of the rezoning package are not incorporated in this analysis. These include the following three issues: (1) Public Use Site or Cash Contribution - \$750,000, (2) EMS Equipment/Signalization: Cash Contribution - \$120,000, and (3) Cash Contributions for Additional Community Impacts - \$438,000. These three proffers total more than \$1.3 million in cash and/or land for James City County and, in general, are payable over time as subdivision plats or final site plans are approved. In addition, a proffer of \$750 per dwelling unit has been offered to the James City Service Authority to help offset the various costs associated with providing water to new county residents in the future. The Service Authority will be paid \$1.5 million under the conditions of this proffer.

Table 5
Massie & Ware Tracts Consisting of 1,945 Units – 20 Year Buildout
Incremental Government Revenues, Expenditures and Net Fiscal Impact (2004 Dollars)

	Assumption of Annual Real Appreciation in Real Estate Property Value		
	5%	3%	1.5%
Dwelling Units & Population			
Residential Units – Colonial Heritage	1,945	1,945	1,945
Residential Units Outside of Gate	0	0	0
Incremental Population – Colonial Heritage (average of 1.73 persons/active adult household)	3,365	3,365	3,365
Incremental Population Outside of Gate	0	0	0
Incremental Public School Students	0	0	0
Incremental Government Revenues (\$000s)			
Real Property Taxes	\$15,396	\$10,671	\$8,064
Personal Property Taxes	1,163	1,163	1,163
Meals Tax	79	79	79
Retail Sales Tax	213	213	213
Business License Tax	43	43	43
Recording Taxes	782	543	411
Miscellaneous Taxes & Revenues	679	679	679
Total Incremental Government Revenues (\$000s)	\$18,356	\$13,390	\$10,652
Incremental Government Expenditures (\$000s)			
General Government & Administration	\$434	\$434	\$434
Health & Welfare	222	222	222
Statutory, Unclassified	264	264	264
Community Services/Contributions	511	511	511
Public Safety	1,014	1,014	1,014
Public Works	579	579	579
Capital Improvements	192	192	192
Public Education (Operating Costs)	0	0	0
Total Incremental Government Expenditures (\$000s)	\$3,216	\$3,216	\$3,216
Net Fiscal Impact (Revenues less Expenditures - \$000s)	\$15,140	\$10,174	\$7,436

Table 6
Colonial Heritage with 1,945 SF Homes & BSA Tract with 55 SF Homes Outside Gate
Incremental Government Revenues, Expenditures and Net Fiscal Impact (2004 Dollars)

	Assumption of Annual Real Appreciation in Real Estate Property Value		
	5%	3%	1.5%
Dwelling Units & Population			
Residential Units – Colonial Heritage	1,945	1,945	1,945
Residential Units Outside of Gate	55	55	55
Incremental Population – Colonial Heritage	3,365	3,365	3,365
Incremental Population Outside of Gate	136	136	136
Incremental Public School Students	27	27	27
Incremental Government Revenues (\$000s)			
Real Property Taxes	\$ 18,143	\$ 12,576	\$ 9,507
Personal Property Taxes	1,210	1,210	1,210
Meals Tax	82	82	82
Retail Sales Tax	218	218	218
Business License Tax	44	44	44
Recording Taxes	926	642	486
Miscellaneous Taxes & Revenues	707	707	707
Total Incremental Government Revenues (\$000s)	\$21,329	\$15,479	\$12,253
Incremental Government Expenditures (\$000s)			
General Government & Administration	\$ 451	\$ 451	\$ 451
Health & Welfare	231	231	231
Statutory, Unclassified	274	274	274
Community Services/Contributions	532	532	532
Public Safety	1,102	1,102	1,102
Public Works	602	602	602
Capital Improvements	222	222	222
Public Education (Operating Costs)	147	147	147
Total Incremental Government Expenditures (\$000s)	\$ 3,562	\$ 3,562	\$ 3,562
Net Fiscal Impact (Revenues less Expenditures - \$000s)	\$17,766	\$11,916	\$ 8,691
Incremental Net Fiscal Impact – Effects of Rezoning (\$000's)			
	\$2,626	\$1,742	\$1,255

Table 7
By-Right Development: BSA Tract with 150 SF Homes
Incremental Government Revenues, Expenditures and Net Fiscal Impact (2004 Dollars)

	Assumption of Annual Real Appreciation in Real Estate Property Value		
	5%	3%	1.5%
Dwelling Units & Population			
Residential Units Outside of Gate	150	150	150
Incremental Population Outside of Gate	375	375	375
Incremental Public School Students	75	75	75
Incremental Government Revenues (\$000s)			
Real Property Taxes	\$509	\$353	\$267
Personal Property Taxes	142	142	142
Meals Tax	9	9	9
Retail Sales Tax	14	14	14
Business License Tax	3	3	3
Recording Taxes	25	17	13
Miscellaneous Taxes & Revenues	76	76	76
Total Incremental Government Revenues (\$000s)	\$777	\$613	\$523
Incremental Government Expenditures (\$000s)			
General Government & Administration	\$48	\$48	\$48
Health & Welfare	25	25	25
Statutory, Unclassified	29	29	29
Community Services/Contributions	56	56	56
Public Safety	160	160	160
Public Works	64	64	64
Capital Improvements	83	83	83
Public Education (Operating Costs)	404	404	404
Total Incremental Government Expenditures (\$000s)	\$870	\$870	\$870
Net Fiscal Impact (Revenues less Expenditures - \$000s)	(\$93)	(\$257)	(\$347)

RESOLUTION

INITIATION OF CONSIDERATION OF AMENDMENTS TO THE ZONING ORDINANCE

WHEREAS, the Planning Commission of James City County, Virginia, is charged by Virginia Code §15.2-2286 to prepare and recommend to the Board of Supervisors various land development plans and ordinances, specifically including a zoning ordinance and necessary revisions thereto as seem to the Commission to be prudent; and

WHEREAS, in order to make the Zoning Ordinance more conducive to proper development, public review and comment of draft amendments is required, pursuant to Virginia Code §15.2-2286; and

WHEREAS, the Planning Commission is of the opinion that the public necessity, convenience, general welfare, or good zoning practice warrant the consideration of amendments.

NOW, THEREFORE, BE IT RESOLVED that the Planning Commission of James City County, Virginia, does hereby request staff to initiate review of Section 24-521 and Section 24-32 of the Zoning Ordinance for the consideration of permitting accessory apartments in a mixed-use zoning district and special requirements for accessory apartments. The Planning Commission shall hold at least one public hearing on the consideration of amendments of said Ordinance and shall forward its recommendation thereon to the Board of Supervisors in accordance with law.

A. Joe Poole, III
Chairman, Planning Commission

ATTEST:

O. Marvin Sowers, Jr.
Secretary

Adopted by the Planning Commission of James City County, Virginia, this 1st day of November, 2004.

zoneamend.res

RESOLUTION

INITIATION OF CONSIDERATION OF AMENDMENTS TO THE ZONING ORDINANCE

WHEREAS, the Planning Commission of James City County, Virginia, is charged by Virginia Code §15.2-2286 to prepare and recommend to the Board of Supervisors various land development plans and ordinances, specifically including a subdivision ordinance and necessary revisions thereto as seem to the Commission to be prudent; and

WHEREAS, in order to make the Zoning Ordinance more conducive to proper development, public review and comment of draft amendments is required, pursuant to Virginia Code §15.2-2286; and

WHEREAS, the Planning Commission is of the opinion that the public necessity, convenience, general welfare, or good zoning practice warrant the consideration of amendments.

NOW, THEREFORE, BE IT RESOLVED that the Planning Commission of James City County, Virginia, does hereby request staff to initiate review of Section 24-521 of the Zoning Ordinance for the consideration of permitting fast food restaurants in a mixed-use zoning district. The Planning Commission shall hold at least one public hearing on the consideration of amendments of said Ordinance and shall forward its recommendation thereon to the Board of Supervisors in accordance with law.

A. Joe Poole, III
Chairman, Planning Commission

ATTEST:

O. Marvin Sowers, Jr.
Secretary

Adopted by the Planning Commission of James City County, Virginia, this 1st day of November, 2004.

fastfood.res

***JAMES CITY COUNTY
PLANNING COMMISSION
ANNUAL REPORT***

FY 2003-2004

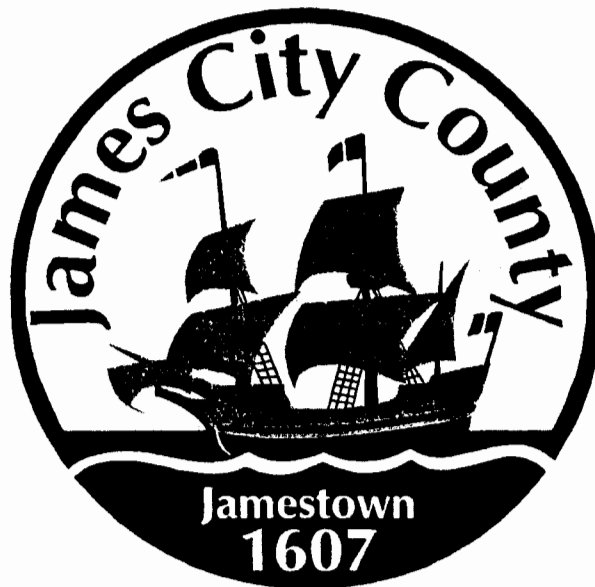


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Introduction

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, rezonings, special use permits, master plans, and AFD's.

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. Staff also regularly provides support for a number of other ongoing committees such as the New Town Design Review Board, Historical Commission, Historic Triangle Bicycle Advisory Committee, and other special project committees. 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. During Fiscal Year 2003-2004, Planning Commission and staff activities primarily consisted of major projects, development review, and participating in a variety of community events and committee studies. Items contained in this report include a message from the Chairman of the Planning Commission, brief descriptions of each of the sitting Planning Commission members, as well as the Planning Division staff. The report also contains summaries of the work of the Planning Commission and Division, including a list of major projects and major cases dealt with and/or approved.

MESSAGE FROM PLANNING COMMISSION CHAIRMAN

Enclosed please find information regarding activity of the James City County Planning Commission over the past year. With the assistance of county staff and input from citizens, applicants, and other interested parties, the seven appointed members of this advisory group have reviewed and acted upon a range of land use matters for consideration and final action by our five elected supervisors. We have sought - - and continue to seek - - active input throughout this process from the citizens we serve in order to address the needs and opportunities of our growing, vibrant community.

A. Joe Poole, III

October 20, 2004

PLANNING COMMISSION MEMBERS AND PLANNING DIVISION STAFF

A. Joe Poole III, Chairman (At-large) Joe has been a resident of James City County since 1992. He was initially appointed to the Planning Commission in 1995 to complete the unexpired term of a commissioner who left the area. Joe received his Bachelor's degree in Architecture and Environmental Design from North Carolina State University and is currently a Director of Special Gifts for the Colonial Williamsburg Foundation. He serves on the Policy Committee and is the Chairman of the Leadership Group. Joe's second full term on the Planning Commission expires on 1/31/05.

Donald Hunt, Vice-Chairman (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 Development Review 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.

Jack Fraley (Roberts District Representative) Jack Fraley graduated from the University of California at Los Angeles (UCLA) in 1966 with a Bachelor of Arts Degree in Economics. He held several different managerial positions with Shell Oil Company for many years before starting up a new high technology company for Shell, Rampart Packaging, located in the Bush Corporate Center. Jack was appointed to the Planning Commission in January of 2004. He currently serves as the three time elected Chair of the James City County Board of Zoning Appeals. He also is a member of the Design Review Board for the James River Commerce Center. Jack was elected Chair of the Business and Industrial Zoning Ordinance Review Committee in 1998 and was named Co-Chair of the Business Research and Technology task force in 1999. He retired from the business in 1998 to spend more time with his family and contribute to the local community. His first term expires on 1/31/08.

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 1994. 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 first term on the Planning Commission expires on 1/31/04.

Joe McCleary (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 the Chair of the Development Review Committee and a member of the Policy 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 Committee and Regional Issues 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 68 years of professional planning experience with 57 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 as an intern and has been a Senior Planner since 2001. Karen Drake, Senior Planner, joined the staff in 2000 and became a senior planner in 2002. David Anderson, Planner, joined the staff in 2001 and was promoted to Senior Planner in November of 2003. Matt Arcieri, Planner, joined the staff in 2000 as an intern and was promoted to Planner in 2002. Sarah Weisiger, Planner, joined the staff in 2002. Trey Davis joined the staff in 2002 as Development Management Assistant and was recently promoted to Planner effective July, 2004. Ellen Cook, Planner, joined the staff in 2003, filling a newly created position. Scott Whyte joined the staff in August, 2004, replacing the recently departed Lee Schnappinger as the staff's only landscape architect.

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: Patrick Foltz began work as an intern in September, 2002, and was promoted to Development Management Assistant in January, 2003. Toya Ricks began working for the County in 2002 and became the Administrative Services Coordinator for the Planning Division later that year. Geoff Cripe joined the staff as Development Management Assistant in September, 2004.

Interns: Matt Townsend continued his work as a paid intern through the first six months of FY2004. He was instrumental in helping out with the logistics of Steering Committee meetings, taking on major projects associated with the 2003 Comprehensive Plan, organizing the layout of the Comprehensive Plan, and completing a sign inventory for zoning reference. Several volunteer interns also worked for the department in Fiscal Year 2004. Megan McLaughlin interned for the fall, 2003, Tom Howard interned with the department from spring 2003 through spring 2004, and Tim Marlowe interned from January 2004 through spring 2004. The department recently brought three interns aboard for fall 2004. The current interns are Jesse Contario and Chase Mizelle, both of whom started in September, and Tim Brulle who started in October. All three also joined as unpaid volunteers. Staff expects to utilize the many talents of these interns to help assist with major projects and other administrative tasks.

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 development and implementation of the Comprehensive Plan.

Over the course of fiscal year 2003-2004, 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 National Planning Conference, Chamber of Commerce seminars, American Institute of Certified Planners Exam Preparation Workshop, Urban Land Institute workshops, Demographic Analysis workshop, 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, management courses, financial seminar, ESRI Geographic Information Systems Training, and General Assembly Committee Meetings.

In addition to development, staff underwent several changes this year. Lee Schnappinger, Senior Planner and Landscape Architect, left for employment elsewhere. Staff will miss her presence and expertise. Scott Whyte, a graduate of Virginia Tech with a Bachelors Degree in Horticulture was hired in August of 2004 to fill this vacancy. An increasing workload, brought on by the County's growing population, necessitated the creation of two additional planner positions. Ellen Cook, a graduate of Williams College who obtained her Masters degree in Planning and Environmental Policy from Cardiff University in Wales, filled one new position in August 2003. Trey Davis, a graduate of Duke University was promoted to fill the second Planner position after being hired two years ago as Development Management Assistant. In September of 2004, Geoff Cripe, a graduate of Indiana University joined the front desk staff to fill the vacancy created when Trey Davis was promoted.

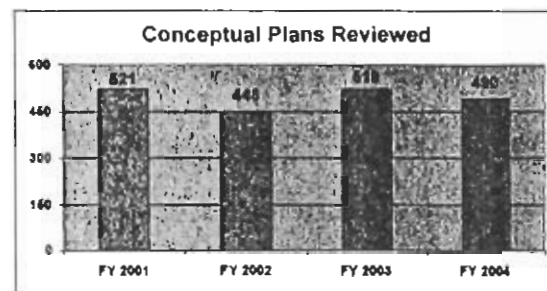
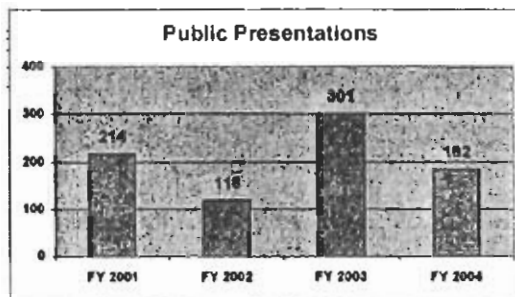
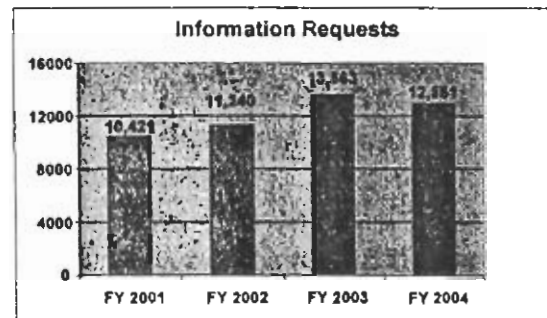
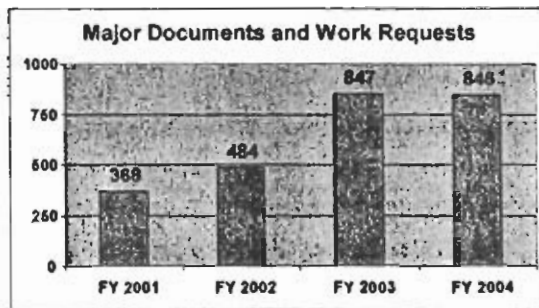
While all of the changes have been trying at times, the Planning Division continues to possess a staff that is extremely confident and effective.

Citizen Inquiries

The Planning Division responds to over 12,000 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 remained steady at last years' elevated level due to several major developments and population growth. 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 processes, public hearing notices, development case status and other logistical and informational questions. These inquiries come from attorneys, architects, contractors, engineers, developers, landowners, 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 May of 2004, Planning staff created the Conceptual Roundtable, a bi-monthly conceptual review meeting for applicants that need to resolve engineering issues before submitting a site plan. 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 responsibility 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 remained comparable to the workload of FY 2003 even though the Comprehensive Plan update was completed in August 2003.



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 2005 CIP that have a high priority are listed below.

- ☐ Purchase Development Rights (PDR)
- ☐ Water Quality Improvements/Lightfoot BMP
- ☐ Toano Convenience Center Relocation
- ☐ Ambulance Replacement
- ☐ Lafayette High School- Hot Water Boiler

In addition to the projects above, the Board of Supervisors funded the following projects as part of the FY 2005 budget process.

- ☐ Road Improvements
- ☐ Underground Utilities
- ☐ VDOT Road Match
- ☐ Water Quality Improvements

Primary Roads Priorities

The FY05 Primary Roads Priorities, outlining the County's funding priorities for a safe, efficient and adequate transportation network was drafted by staff and presented to the James City County Board of Supervisors on September 14, 2004. The priorities include widening Route 199 at points where it consists of only two lanes, improving the intersection of Route 199 and Route 31 with adequate pedestrian facilities, relocation of Route 60, the Greensprings and VA Capital Trails, Peninsula Light Rail Project, and landscaping and additional aesthetic enhancements. Improvements to the Monticello Avenue and Ironbound Road intersection continue to be designed prior to the widening of Ironbound Road. All projects are proposed to be included in VDOT's six-year improvement program.

Secondary Roads Priorities

The FY05 Secondary Roads Priorities, outlining the County's funding priorities for secondary roads and transportation construction projects in 2005, was drafted by staff and presented to the James City County Board of Supervisors on March 23, 2004. The projects which have been selected for funding in VDOT's FY05 budget include: improving Ironbound Road to a four lane road with a median and a multi-use pedestrian path from Route 747 to Route 616, and improving the shoulders and ditches along Croaker Road. Normally the Board of Supervisors considers a six year budget and Six-Year Secondary Road Priorities concurrently. However, the Virginia Department of Transportation (VDOT) requested that the Board approve a one-year budget in order to ensure timely availability of secondary road funds, and postpone adoption of a six year plan and budget until 2005.

Virginia Capital Trail

The County has been an active partner in the design and location of both the VA Capital and Greensprings Trails. The Virginia Capital Trail will be a combination bikeway and pedestrian facility linking historic, cultural, and scenic sites along the Route 5 corridor with Jamestown Island and Williamsburg. At its completion, the trail will link Colonial Williamsburg with the City of Richmond. A feasibility study has been completed and engineering design work is currently in progress. This design stage is being funded through a federal, state, and county partnership. The section of the trail planned for James City County will run adjacent to Route 5, connecting Chickahominy Riverfront Park with Greensprings Trail, which is essentially a leg of Virginia Capital Trail. This alignment was chosen subsequent to a feasibility study completed in 1999 with the input of citizens. Construction is targeted for 2005.

Greensprings Trail

Greensprings Trail will provide a multi-use path for non-motorized transportation between Route 5 and the Jamestown Settlement. The path's trailhead is adjacent to Jamestown High School, where the trail connects with the Virginia Capital trail. From this point, the path will extend Southeast in the vicinity of Greensprings Road, running through Mainland Farm to Jamestown Road. The trail will then cross Jamestown Road and join an existing multi-use path to the Colonial Parkway. Trail users can access Colonial Williamsburg via the Colonial Parkway from the Jamestown Settlement. Design is currently underway with funding coming from a federal, state, and county partnership. Project engineers plan to begin construction in 2005 and complete the trail in time for the celebration of the 400th anniversary of Virginia in 2007.

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 continued to collaborate with VDOT on design elements of the project including landscaping, decorative fencing, and soundwall design. Two sections of Route 199 were targeted for widening. The first section is in the vicinity of Mounts Bay Road and the second section is centered at College Creek. The Route 199/Jamestown Road intersection is also scheduled for improvements with right-of-way acquisition and utility relocation underway. The purpose of this project is to decrease congestion at the intersection. James-City County and the City of Williamsburg are providing additional funding to improve the intersection to include decorative fencing, aggregate concrete medians, and signage similar to that of the City of Williamsburg.

Route 359 Relocation

The newly relocated Route 359, which connects the Colonial Parkway to Route 31, was constructed and opened in FY2004. In preparation of the Jamestown 2007 events, Planning staff will be working on roadside landscaping designs. A section of the Greensprings multi-use trails has been constructed alongside new Route 359.

Light Rail Project

Improved passenger rail service for the Peninsula has been under consideration for several years. The project would provide much needed congestion relief on Interstate 64 which would in turn provide

relief for the primary roads within James City County, especially Route 199 and Richmond Road. The County and City of Williamsburg Planning Divisions continue to work with Hampton Roads Transit on this project.

Five Forks

During FY 2004, a traffic consultant with Kimley-Horn produced a "Traffic Impact Alternatives Analysis" to aid proposed development projects within the Five Forks vicinity that were likely to have major traffic and environmental impacts. As a follow-up and in accordance with Economic Development Action 12 G of the Comprehensive Plan, the Board of Supervisors formed a committee of county staff, residents, and business owners to evaluate redevelopment and land-use issues in Five Forks. The committee held four meetings for the purpose of receiving feedback from citizens and to produce a draft of principles for Five Forks. These were approved by the Planning Commission on September 13, 2004. The Board of Supervisors also approved the five guiding Principles on September 28, 2004. These principles will serve as guidelines for new Special Use Permit and Rezoning cases within the Five Forks vicinity.

New Town

The New Town Development Review Board (DRB), assisted by staff, continued to review proposed developments in New Town. Several individual site plans were approved including banks and mixed use structures, and the first non-residential buildings opened. The New Town United Methodist Church received site plan approval in February, 2004, and the 22,520 square foot William E. Wood building was approved in July, 2003. The first set of residential townhouses was approved for all of New Town, and the units adjacent to Sun Trust Bank fronting Court Street are currently under construction. The DRB is reviewing a multitude of conceptual plans, rezonings, site plans, and subdivisions with construction expected for the upcoming FY2005.

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

Using a \$25,000 matching grant from the Virginia Department of Historic Resources (VDHR) to survey the County's architectural resources, a consultant 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. The County or the Historical Commission may use the results of the survey to guide the development of a policy for the protection of historic structures. Staff developed a GIS layer that identifies the location of over 200 architecturally significant structures in the county.

Neighborhood Connections

The Planning Division participated in the Neighborhood Connections program during FY2004 by providing two staff liaisons to work with 21 county neighborhoods in communicating and resolving

pertinent issues. Issues dealt with this year include growth and expansion, increased construction in the neighborhoods, traffic safety, and ensuring the smooth and fair transition of neighborhood common grounds from developer control to control by the homeowners' association. Staff serves as a primary reference in assessing proposed street name changes, and informing the home-owner associations of details involved with rezonings. 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. Two staff members are currently working on plans to celebrate the tenth anniversary of the Neighborhood Connections program on November 19, 2004.

Landscaping

In September of 2003, staff concluded its planting projects along the Chickahominy Riverfront Park road frontage with the cooperation of Parks and Recreation. The landscape plantings are designed to screen the park and internal areas of storage and aesthetically enhance the edge of the park. Staff also placed landscaping around the BMP at Jamestown and Sandy Bay Road to screen it from the roadway. Throughout Spring 2004, staff designed and placed landscaping along Route 5 and at the entrance of Jamestown High School in an ongoing effort to protect the aesthetic qualities of this historic community character corridor.

In Summer 2004, the Jamestown Road Steering Committee was formed. Nine nodes along Jamestown Road were chosen for enhancement, and the Committee narrowed the list down to four for landscaping improvements. The target date for implementation is Fall, 2004. Additionally, staff decided in late FY 2004 to transplant a row of Crape Myrtles lining the median of Route 199 near the intersection of Route 5 when plans were set for improvements at that intersection. Specifically, the median will be demolished to add turning lanes, necessitating the transplanting of the trees to the interchange at Route 199 and Monticello Rd.

FEMA Grants

James City County was extremely hard hit by hurricane Isabel last September. Possibly the hardest hit area was the Chickahominy Haven neighborhood. Staff from several County departments including Planning were dispatched to prepare County-wide damage estimates. The Federal Emergency Management Agency (FEMA) offered grants to help those whose homes bore the most damage from the hurricane. Shortly thereafter, staff organized a community meeting to discuss these grants and property reparations. After many revisions the final grant was written for several properties and would provide funds to elevate the houses so as to avoid such a situation in the future. The grants were approved by the State and have since been forwarded to the Federal grant approval agency for final approval.

Builders for the Bay

The Builders for the Bay is an agreement among the Center for Watershed Protection, Alliance for the Chesapeake Bay, and the National Association of Home Builders to lead community efforts to change existing subdivision codes and ordinances to allow for more environmentally sensitive site designs. This effort was ongoing throughout FY2004, with a number of meetings held. Throughout these discussions a set of principles were developed which should help land developers and the County better steward the environment in the development process. A final meeting has been set up to discuss the principles and their implementation. Accompanying the principles will be recommended ordinance

changes. After the final meeting the list of principles will be presented to the Planning Commission and then to the Board of Supervisors.

Site Plan Review Process

Staff participated in a three month long study with members of the development community and representatives from reviewing agencies to analyze the County's site plan review process. The purpose of the study was to enable greater understanding of the competing needs of all stakeholders, improve communications, develop a transparent review system, and reduce site plan processing time and the number of resubmittals. Since presenting the Site Plan Review Committee's recommendations to the Planning Commission in January, several of the committee's recommendations have been implemented, including a series of bi-monthly meetings between developers and staff from the Planning Division, Environmental Division, JCSA, and VDOT. These Development Roundtable meetings have provided opportunities for developers to discuss project design and development with County staff in an informal manner and receive feedback in advance of preparing development plans for submission to the County. Planning staff continues to work with staff in the Information Technology Division to modify the existing Case Tracking database for inclusion on the County web site. When the modifications have been completed, applicants and citizens will be able to access submittal dates and agency comments for every development plan under review.

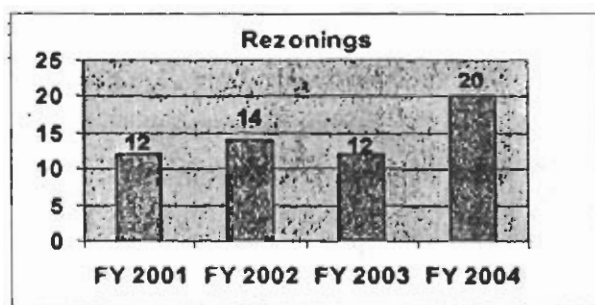
Comprehensive Plan

The Board of Supervisors adopted the 2003 Comprehensive Plan, Vision for Our Future, on August 12, 2003. In September 2003, the Virginia Municipal League awarded its highest award, the "President's Award" for the Comprehensive Plan update due to public outreach and the technical review process. In October 2004, the Planning Division prepared a status report on all of the actions contained in the Comprehensive Plan. The accomplishments are listed in full in that document; however, some of the major accomplishments in which the Planning Division was most involved are listed below.

- Administrative actions to minimize process delays for commercial and industrial projects included the study of the site plan process; creation of a standing committee to facilitate the process by reviewing conceptual plans and certain site plans; the addition of two planner positions; and a 9% improvement in Site Plan review turnaround. Currently, 99% of comments are sent out on time, as opposed to the previous 90% average last year. A total of five plans qualified for and received expedited review.
- Public facilities receiving funding in the FY 05 Capital Improvement Plan (CIP) include: greenways and trails, Freedom Park, Sports Facility, Grounds Equipment building, Williamsburg-James City Schools Multi-Purpose Building, and the Third High School. Completed projects include Building F at the County Complex.
- New Town Sections 2, 3, 4 & 6 and Norge Neighborhood are being developed to embody the concepts of preserving community character, encouraging fewer and shorter auto trips, and facilitating walking, bicycling, and transit use.
- Plans were prepared for the expansion of the Monticello Avenue/Ironbound Road intersection. Construction is set to begin in mid-2005.
- A new streetscape policy was adopted April 27, 2004. This streetscape policy is included in all new residential projects including Norge Neighborhood, and Michelle Point.
- The Five Forks Primary Principles, which attempt to retain the uniqueness of the Five Forks area, were adopted by the BOS in September 2004.

- Planning staff sponsored the creation of an Architectural Survey Geographic Information System (GIS) layer for use during the planning process.
- The Planning Division completed an inventory of all billboards in the County which will be linked to GIS.
- County staff encouraged developers to consider mixed use and mixed income residential development. Over the past year, developers have proposed developments that utilize the flexibility in County regulations to promote affordable housing. Examples include Michelle Point, Pocahontas Square, The Station at Norge, and New Town Sections 3 & 6, for a total of more than 500 units.
- Case examples of true mixed use development inside the Primary Service Area (PSA) include: Norge Neighborhood and New Town Sections 2, 3, 4, 5 and 6. Additional support is offered in the recently adopted Five Forks Primary Principles.
- The Board of Supervisors (BOS) adopted a resolution in support of the Peninsula Light Rail Project on September 14, 2004.
- The Greensprings Trail was approved and fully funded, a major step forward in the implementation of the Bikeway Plan and Greenways Master Plan. Construction is scheduled for 2005.
- Several landscaping projects were completed along Jamestown Road and Route 5.
- Planning Division staff is actively engaged in beautification efforts for 2007.

Major Cases – Rezoning



Z-08-03

Location:
Rezoning:
District:

Norge Neighborhood

Richmond Road
A-1 to MU
Stonehouse

PC: Approved – 1/12/04
BOS: Approved – 2/10/04

Z-13-03

Location:
Rezoning:
District:

Michelle Point

Barhamsville Road
A-1 to R-5
Stonehouse

PC: Approved – 1/12/04
BOS: Approved – 2/10/2004

Z-14-03

Location;
Rezoning:
District:

Powhatan Secondary Amendment

News Road
R4 to R4
Powhatan

PC: Approved- 2/2/04
BOS: Approved- 3/9/04

Z-15-03

Location:
Rezoning:
District:

Station at Norge

Croaker Road
B-1 to R-5
Stonehouse

PC: Denied – 3/1/04
BOS: Approved- 7/27/2004

Z-01-04

Location:
Rezoning:
District:

New Town Section 5

Ironbound Road
R-8 to M-1
Berkeley

PC: Approved- 5/3/04
BOS: Approved- 6/8/2004

Z-05-04

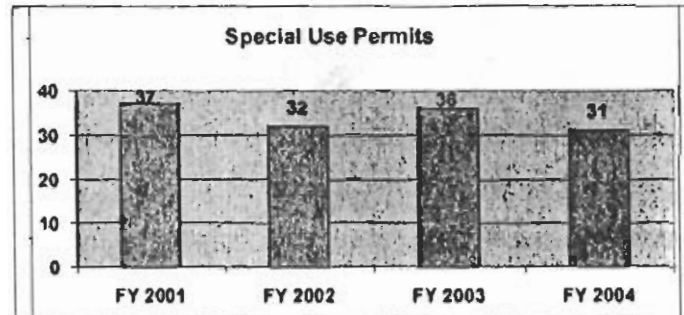
Location:
Rezoning:
District:

New Town Sections 3 & 6

Ironbound Road
R-8 to MU
Berkeley

PC: Approved- 9/13/04
BOS:

Major Cases – Special Use Permits



SUP-17-03

Location:
Zoning:
District:

Warhill Sports Complex Master Plan Amendment

Warhill Trail
R-8
Powhatan

PC: Approved- 6/7/04
BOS: Approved- 7/13/04

SUP-18-03

Location:
Zoning:
District:

Old Towne Road Timeshares Master Plan Amendment

Olde Towne Road
R-2
Berkeley

PC: Approved- 10/6/03
BOS: Approved- 11/12/03

SUP-20-03

Location:
Zoning:
District:

Jamestown Hundred Master Plan Amendment

John Tyler Highway
R-2
Jamestown

PC: Approved- 2/2/04
BOS: Approved- 3/9/04

SUP-21-03

Location:
Zoning:
District:

Milanville Kennels

Monticello Avenue
A-1
Berkeley

PC: Approved- 12/8/03
BOS: Approved- 1/13/04

SUP-30-03

Location:
Zoning:
District:

Chesapeake Bank at Lightfoot

Richmond Road
B-1
Stonehouse

PC: Approved- 2/2/04
BOS: Approved- 3/9/04

SUP-11-04

Location:
Zoning:
District:

Freedom Park Master Plan

Centerville Road
A-1
Powhatan

PC: Approved- 6/7/04
BOS: Approved- 7/27/04

SUP-13-04

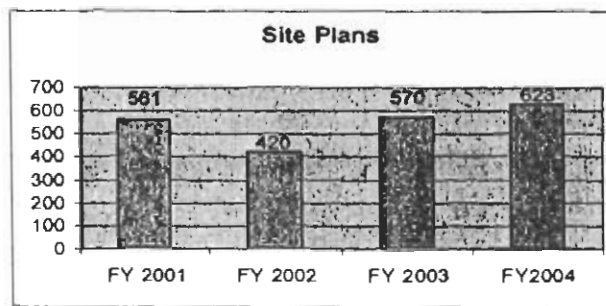
Location:
Zoning:
District:

Williamsburg Farms Country Inn

Wessex Hundred Road
R-8
Roberts

PC: Approved- 8/16/04
BOS: Approved- 9/14/04

Major Cases – Site Plans



SP-103-03

CoreSix Precision Glass, James River Commerce Center

Location:	Endeavor Drive	Preliminary:	8/27/03
Zoning:	M-1	Final:	10/23/2003
District:	Roberts		

SP-114-03

Thayer-Smith Self Storage, Skiffes Creek Industrial Park

Location:	Manufacture Drive	Preliminary:	10/2/03
Zoning:	M-2	Final:	3/31/04
District:	Roberts		

SP-117-03

Riverside Ambulatory Healthcare Facility

Location:	Kings Way	Preliminary:	10/1/03
Zoning:	B-1	Final:	10/14/03
District:	Jamestown		

SP-127-03

New Town- Old Point National Bank

Location:	Ironbound Road	Preliminary:	3/26/04
Zoning:	MU	Final:	6/16/04
District:	Berkeley		

SP-128-03

Monster Storage, Hankins Industrial Park

Location:	Hankins Industrial Parkway	Preliminary:	12/5/03
Zoning:	M-1	Final:	2/4/04
District:	Stonehouse		

SP-130-03

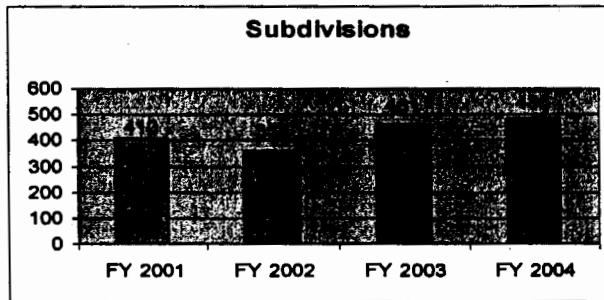
Wythe-Will Distributing Company, Stonehouse Commerce Park

Location:	LaGrange Parkway	Preliminary:	11/12/03
Zoning:	PUD-C	Final:	5/7/04
District:	Stonehouse		

SP-138-03	New Town- Prudential-McCardle Office Building	
Location:	Ironbound Road	Preliminary: 12/29/03
Zoning:	MU	
District:	Berkeley	
SP-140-03	Pocahontas Square	
Location:	Pocahontas Trail	Preliminary: 12/29/03
Zoning:	MU	
District:	Roberts	
SP-143-03	New Town United Methodist Church	
Location:	Monticello	Preliminary: 1/12/04
Zoning:	M-1	Final: 8/2/04
District:	Berkeley	
SP-150-03	WindsorMeade Marketplace	
Location:	WindsorMeade Way	Preliminary: 2/3/04
Zoning:	MU	
District:	Powhatan	
SP-03-04	WindsorMeade Villas	
Location:	Monticello	Preliminary: 3/1/04
Zoning:	MU	
District:	Berkeley	
SP-04-04	WindsorMeade- Windsor Hall	
Location:	Monticello Avenue	Preliminary: 3/1/04
Zoning:	MU	
District:	Berkeley	
SP-21-04	New Town- Block 2, Parcel F Office Building	
Location:	Courthouse Street	Preliminary: 3/25/04
Zoning:	MU	Final: 5/14/04
District:	Berkeley	
SP-26-04	New Town- Block 2, Parcel E Office Building	
Location:	Courthouse Street	Preliminary: 4/16/04
Zoning:		Final: 5/17/04
District:	Berkeley	
SP-46-04	Williamsburg Cancer Treatment Center	
Location:	Treyburn Drive	Preliminary: 5/3/04
Zoning:	B-1	Final: 6/29/04
District:	Berkeley	
SP-51-04	Druid Hills, Section D- Braddock Court	
Location:	Braddock Court	Preliminary: 7/12/04
Zoning:	R-1	Final: 8/10/04
District:	Roberts	

SP-64-04	Eckerd's at Powhatan Secondary	
Location:	News Road	Preliminary: 6/17/04
Zoning:	R-4	
District:	Berkeley	
SP-69-04	New Town-Block 5, Parcel D & E, Mixed Use Buildings	
Location:	Monticello Avenue	Preliminary: 7/12/04
Zoning:	MU	Final: 9/21/04
District:	Berkeley	
SP-72-04	Emergency Communications Center Building	
Location:	Forge Road	
Zoning:	B-1	Final: 9/24/04
District:	Stonehouse	
SP-75-04	Nicewood, Stonehouse Commerce Park	
Location:	Westmont Drive	Preliminary: 6/16/04
Zoning:	PUD-C	Final: 6/17/04
District:	Stonehouse	
SP-78-04	New Town- Block 2, Parcel D, 1st Advance Credit Union	
Location:	Monticello Avenue	Preliminary: 8/4/04
Zoning:	MU	Final: 8/17/04
District:	Berkeley	

Major Cases – Subdivisions



S-57-03	Ford's Colony- Section 34 (8 Lots)	
Location:	Ford's Colony Drive	Preliminary: 8/19/03
Zoning:		
District:	Powhatan	
S-76-03	Wellington, Sec 4 (39 Lots)	
Location:	Wellesley Way	Preliminary: 11/3/03
Zoning:	R-1	
District:	Stonehouse	
S-78-08	Monticello Woods- Ph.2 (75 Lots)	
Location:	Monticello Avenue	Preliminary: 11/3/04
Zoning:	PUD-R	
District:	Berkeley	
S-98-03	Stonehouse Glen, Sec. 1 (80 Lots)	
Location:	Six Mount Zion Road	Preliminary: 4/5/04
Zoning:	PUD-R	
District:	Stonehouse	
S-99-03	Wellington, Sec. 5 (68 Lots)	
Location:	Rochambeau Drive	Preliminary: 2/3/04
Zoning:	R-1	
District:	Stonehouse	
S-101-03	Ford's Colony- Sec. 35 (98 Lots)	
Location:	Centerville Road	Preliminary: 2/2/04
Zoning:	A-1	
District:	Powhatan	
S-106-03	Colonial Heritage Ph. 2, Sec. 3 (43 Lots)	
Location:	Richmond Road	Preliminary: 1/12/04
Zoning:	MU	
District:	Stonehouse	

S-002-04	The Settlement at Monticello (137 Lots)	
Location:	Monticello Avenue	Preliminary: 3/1/04
Zoning:	PUD-R	
District:	Berkeley	
S-08-04	Lake Powell Forest, Ph. 6	
Location:	Queen Bishop Lane	
Zoning:	R-1	Final: 7/1/04
District:	Berkeley	
S-13-04	Wexford Hills Ph. 2 (23 Lots)	
Location:	Wrenfield Drive	Preliminary: 3/17/04
Zoning:	A-1	Final: 6/1/04
District:	Stonehouse	
S-27-04	Lake Powell Forest, Ph. 7 (15 Lots)	
Location:	Hillside Way	
Zoning:	R-1	Final: 7/1/04
District:	Jamestown	
S-30-04	Villages at Powhatan, Ph.6 (40 Lots)	
Location:	News Road	Preliminary: 4/22/04
Zoning:	R-4	Final: 5/25/04
District:	Berkeley	
S-38-04	Greensprings West Ph. 6 (65 Lots)	
Location:	Centerville Road	Preliminary: 6/9/04
Zoning:	R-4	
District:	Berkeley	
S-49-04	Norge Neighborhood (4 Lots)	
Location:	Richmond Road	Preliminary: 6/18/04
Zoning:	MU	Final: 7/1/04
District:	Stonehouse	
S-52-04	The Villages at Powhatan, Ph. 7 (34 Lots)	
Location:	News Road	Preliminary: 6/15/04
Zoning:	R-4	Final: 8/6/04
District:	Powhatan	

PLANNING DIRECTOR'S REPORT

November 2004

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

1. Five Forks Area Study. The Board of Supervisors approved the Study's recommended Primary Principles on September 28. The Board also passed a resolution asking VDOT to reduce the spend limit to on Ironbound Road in the vicinity of Five Forks as recommended in the study.
2. Corridor Enhancement Committee. The Committee met in October to continue work on the Jamestown Road demonstration project. Detailed landscape plans are underway for two areas and will be presented to the Committee in November. The Committee is also drafting a grant incentive program to encourage property owners to enhance their buildings and grounds.
3. Virginia Capital Trail and Green Springs Trail Projects. Staff continued to work with VDOT and adjacent property owners on the design of the trail, screening for adjacent properties, and other issues. Meetings were held with individual property owners and will continue during the fall. The location of both trails was staked and can be viewed from the adjoining roads.
4. 2007 Community Activities Task Force. The Task Force continued to meet in October to plan and coordinate community activities and beautification efforts.
5. Site Planning Roundtable. The next Roundtable meeting is scheduled for Tuesday, November 16.
6. Staff Changes. We regret to inform you that two of our staff planners resigned this month. David Anderson is leaving his position as Senior Planner to become a Policy Analyst with the Virginia Department of Planning and Budget. Mr. Anderson has worked for us for three years also earning his Masters in Public Administration while working for the County full time. Sarah Weisiger is leaving her position as a Planner to become a Senior Planner with the Richmond Planning District Commission. Ms. Weisiger has worked for the County for two years. We are in the process of recruiting for both positions.

O. Marvin Sowers, Jr.