

# COUNTY OF YORK

## MEMORANDUM

**DATE:** October 1, 2013 (PC Mtg. 10/9/13)

**TO:** York County Planning Commission

**FROM:** Timothy C. Cross, AICP, Principal Planner

**SUBJECT:** Application No. UP-833-13, Marquis Williamsburg RE Holding LLC

### ISSUE

This application is a two-part request to 1) amend the conditions of approval for a previously approved Special Use Permit, pursuant to Section 24.1-115(d)(3) of the York County Zoning Ordinance, by authorizing major modifications to the design and layout of The Marquis retail center located on 127 acres of land at the intersection of Marquis Center Parkway (Route 199) and Marquis Parkway (private) and further identified as Assessor's Parcel Nos. 11-4-3 (300 Whittakers Trace), 11-4-4 (100 Marquis Parkway), 11-4-5 (200 Marquis Parkway), 11-4-6 (210 Whittakers Trace), 11-4-7 (500 Marquis Parkway), 11-4-8 (120 Gristmill Plaza), 11-4-9 (100 Gristmill Plaza), 11-4-10 (100 Terra Cotta Lane), and 11-4-11 (130 Marquis Parkway); and 2) authorize the establishment of an automobile fuel dispensing establishment, pursuant to Section 24.1-306 of the York County Zoning Ordinance (Category 12, No. 2), on the above-referenced 82-acre parcel of land located at 300 Whittakers Trace and further identified as Assessor's Parcel No. 11-4-3.

### DESCRIPTION

- Property Owners: Marquis Williamsburg RE Holding LLC, Target Corporation, Cole MT Williamsburg VA LLC, Joseph M. and Margaret Ann Girard Family Trust
- Location: Southeast quadrant of the Interstate 64/Marquis Center Parkway (Route 199) interchange
- Area: Approximately 127 acres
- Frontage: Approximately 1,360 feet on Marquis Center Parkway (Route 199) and approximately 2,280 feet on Interstate 64
- Utilities: Public water and sewer
- Topography: Moderate and severe slopes
- 2035 Land Use Map Designation: Economic Opportunity with a Mixed Use overlay designation

- Zoning Classification: EO – Economic Opportunity
- Existing Development: Retail center with a combined total of approximately 398,000 square feet of gross floor area
- Surrounding Development:
  - North: Water Country USA theme park
  - East: Naval Weapons Station Yorktown
  - South: None; Interstate 64 beyond
  - West: I-64/Route 199 interchange; hotel across Route 199
- Proposed Development: Retail center of approximately 638,400 square feet (rather than the already approved 849,000 s.f. of retail space) including various retail uses, three restaurants, and a national club discount store with automobile fuel dispensing (12 fueling positions)

## **BACKGROUND**

The Marquis center was originally approved on December 20, 2005, when the Board of Supervisors approved Application No. UP-686-05 to authorize a Special Use Permit for the establishment of a retail center of more than 80,000 square feet of gross floor area on approximately 178 acres of land located on Route 199 in the southeastern quadrant of the southern Interstate 64/Route 199 interchange. The conditions set forth in Resolution No. R05-201(R) limited the size of the retail center to a maximum of 800,000 square feet of floor area. Modifications to the original design and layout of the Marquis center were approved by the Board on May 16, 2006, and the developer later requested and received administrative approval, pursuant to Section 24.1-115(d)(1) of the Zoning Ordinance, for a 5% increase in floor area, raising the total allowable floor area of 840,000 square feet. This was approved on August 9, 2007.

On September 4, 2007, the Board approved the developer's request to modify the original conditions of approval by increasing the total allowable building area to 920,000 square feet – including up to 849,000 square feet of retail/office space and up to 71,000 square feet of hotel space – and increasing from five to six the number of driveway connections to Marquis Parkway. This action also included some fairly modest revisions to the design and layout of the center.

On September 18, 2007, the Board approved Application No. UP-728-07 to authorize a second Special Use Permit for a 200,000-square foot expansion of the Marquis Center – Marquis Center Phase 2 – to be developed on a 30-acre portion of the adjacent 59 acres of land to the west – also known as the “South Pod” – across the perennial stream known as Whiteman Swamp, which lies within a Chesapeake Bay Resource Protection Area (RPA). (These acreage figures do not include the land located within the Chesapeake Bay Resource Protection area.)

Five retail stores were built in 2007 and 2008 – JC Penney, Kohl’s, Dick’s Sporting Goods, Best Buy, and Target – with a combined gross floor area of approximately 398,000 square feet. Construction stalled in 2008 when the previous developers, Premier Properties USA, declared bankruptcy, leaving in their wake a multitude of debts, mechanics liens, and lawsuits. In 2009 the applicant acquired the project – except the Target parcel, which the Target Corporation purchased from the original developers in 2007 – and the legal and financial problems that had plagued the project have since been resolved. The owner is now prepared to move forward and develop the 87.8 acres in Phase 1 (the “North Pod”) that are currently undeveloped. Toward that end, he has submitted this application to redesign and reconfigure the undeveloped portions of the project in a manner that he feels, based on market studies, will allow the project to successfully come to fruition in spite of the difficult economic climate and particularly challenging commercial real estate market. (As noted in the project narrative, the applicant has also submitted an application to rezone the South Pod, aka Phase 2, from EO-Economic Opportunity to PDR-Planned Development Residential to authorize a 650-unit residential community. That is a separate application that will come before the Commission at its November meeting and will have to be evaluated on its own merits separate and apart from this Special Use Permit application.)

### **CONSIDERATIONS/CONCLUSIONS**

1. The proposed master plan amendment for the Marquis “North Pod” would add 240,100 square feet of retail and restaurant space to the existing 398,000 square feet of retail space, resulting in a total of 638,100 square feet – 69% of the total allowed square footage and 75% of the currently allowed *retail* square footage. According to the application materials and sketch plan submitted by the applicant, the additional development would include a 136,500-square foot “major anchor tenant national club discount store with fuel sales.” Additional development, according to the Fiscal Impact Analysis submitted by the applicant, would consist of a 55,000-square foot “specialty anchor store,” a 4,500-square foot “national fast casual dining restaurant,” a 4,085-square foot “national fast food establishment,” 27,545 square feet of “secondary anchor” and in-line retails space, and 10,000 square feet of additional restaurant space. Tenants have been identified, according to the applicant, but have not been named because of due to confidentiality agreements between the developer and the prospective tenants. In all, the plan calls for eight (8) additional buildings, five (5) of which would be single-occupancy, including four pre-committed tenants. Use permit approval is required because of both the scope of proposed changes to the previously approved layout and the fact that gas stations are only permitted in the EO district with a Special Use Permit.
2. There are a number of differences between the approved North Pod plan and the proposed North Pod plan, the major one being that the proposed plan significantly reduces the amount of additional building area (beyond the existing 398,000 s.f.). The approved plan depicts approximately 519,700 square feet of space, including 325,300 square feet of retail space, 123,400 square feet of office space, and a 71,000-square foot hotel with 114 rooms; the proposed revision reduces the total additional building

area to 240,100 square feet, all of it retail space, the largest component of which is the 136,500-square foot club discount store.

In terms of the overall building layout, the most significant change is the elimination of the “village area/lifestyle center” component of the project, which was a signature feature of this development since its inception. This was to be a group of multi-tenant two-story buildings occupied by small ground-floor retail shops, boutiques, outdoor cafes, etc. with second-story office space and connections to a planned 114-room hotel. The buildings were to be centered on a neo-traditional main street with on-street parking and a “downtown” feel. This “village area” was planned to be located to the east of the Dick’s Sporting Goods store and to include a bridge over the adjacent Whiteman Swamp that would provide a second connection between the North and South Pods (in addition to Marquis Parkway). Under the proposed plan, this area is designated for larger retail stores with parking, and the second bridge connection to the South Pod has been eliminated.

The other major change is the elimination of a strip of large retail stores that was planned to extend from the southeast corner of the existing JC Penney store in a southerly direction along Marquis Parkway. Under the proposed plan, this area would be occupied by the gas station and parking associated with the club discount store.

Otherwise, the two plans are basically the same. Like the approved plan, the proposed plan continues to show a restaurant in the interior of the property (the grassy area between the JC Penney and Dick’s parking lots) and two more restaurants at the entrance to the property north of the Target store.

It should be noted that this plan and its approval would not negate the approval and opportunity to develop the South Pod in accordance with the concept plan and design conditions approved by the Board of Supervisors on September 18, 2007 by Resolution No. R07-127. While that is not the applicant’s intention (as evidenced by the companion request for rezoning of that area from EO-economic Opportunity to PDR-Planned Development Residential), unless and until such an application is approved, the South Pod commercial use concept will remain valid.

3. In addition to the requested North Pod building layout modifications, the applicant has requested a Special Use Permit to allow an automobile fuel dispensing establishment that would be accessory to the 136,500-square foot club discount store. As shown on the sketch plan, the proposed gas station, with twelve (12) fueling positions, would be located along Marquis Parkway directly behind the existing JC Penney store.
4. Traffic has been one of the major issues surrounding the Marquis ever since the project was first proposed in 2005. The most recent comprehensive analysis of the project’s traffic impacts was conducted in 2007 in connection with the use permit application to allow an additional 200,000 square feet of retail space on the “South Pod” (Phase 2). Based on the studies that were performed at that time, it was estimated that the entire project – Phases 1 and 2 (North and South Pods) – could be expected to generate a combined total of 37,461 new average daily vehicles trips,

including 1,037 in the AM peak hour and 3,047 in the PM peak hour. By itself, Phase 1 (the North Pod) was estimated to generate approximately 28,403 average daily trips – 835 in the AM peak hour and 2,206 in the PM peak hour. A new traffic analysis submitted with this application indicates that the proposed changes to the North Pod master plan – including the addition of a large retail discount club and three restaurants, the overall reduction in retail space, and the elimination of the hotel – will increase the number of North Pod AM and PM peak-hour trips to 1,166 and 2,377 respectively. However, the average number of daily trips attributed to the North Pod would drop to 24,396. These estimates are based on data published by the ITE (Institute of Transportation Engineers) in the *Trip Generation* manual (9<sup>th</sup> edition).

Both of these traffic analyses utilize *internal capture rates* in recognition of the likelihood that in large mixed- or multi-use developments such as the Marquis, a certain percentage of trips will be internally generated. The ITE defines a multi-use development as “a single real-estate project that consists of two or more ITE land use classifications (e.g., shopping center, free-standing discount store, club discount store, and restaurants) between which trips can be made without using the off-site road system.”<sup>1</sup> They range in size between 100,000 and two million square feet. “Because of the nature of these land uses,” according to the ITE, “the trip-making characteristics are interrelated, and some trips are made among the on-site uses. This capture of trips internal to the site has the net effect of reducing vehicle trip generation between the overall development site and the external street system (compared to the total number of trips generated by comparable, stand-alone sites).”<sup>2</sup> A methodology for computing internal capture rates can be found in the ITE (Institute of Transportation Engineers) *Trip Generation Handbook*. The ITE data suggest that internal capture can account for as much as 30% of the total daily trips in a mixed- or multi-use development and up to 20% in the PM peak hour.

The alternative approach would be to simply treat the entire Marquis center as a shopping center for traffic estimating purposes and not make any adjustment to account for internal capture. This is because the trip generation rates for shopping centers already account for trips that are internal to the development, so no adjustment for internal capture is warranted in most cases. According to the ITE, a 638,000-square foot shopping center (i.e., the size now proposed for the North Pod) would generate an estimated 22,642 average trips per day, 483 of them in the AM peak hour and 2,073 in the PM peak hour. This is a decrease from the amount of traffic that would be generated under the previously approved North Pod concept plan.

	<u>Average Daily Trips</u>	<u>AM Peak Hour Trips</u>	<u>PM Peak Hour Trips</u>
<b><u>2007 Traffic Analysis:</u></b>			
Multi-use development w/internal capture (920,000 sq. ft.)*	28,403	835	2,206
Shopping Center without internal capture (200,000 sq. ft.)	9,058	202	841
Marquis Phases 1 and 2 as approved (1,120,000 sq. ft.)*	37,461	1,037	3,047

<sup>1</sup> Institute of Transportation Engineers, *Trip Generation Handbook: An ITE Recommended Practice*, 2001, 79

<sup>2</sup> ITE *Trip Generation*, 79

**2013 Traffic Analysis (North Pod):**

Multi-use development w/internal capture (920,000 sq. ft.)*	28,090	628	2,571
Shopping center without internal capture (920,000 sq. ft.)	28,734	656	2,891
Multi-use development w/internal capture (638,000 sq. ft.)	24,396	1,166	2,377
Shopping center without internal capture (638,000 sq. ft.)	22,642	483	2,073

\*Includes 849,000 square feet of retail space and a 71,000 square foot hotel (114 rooms)

The comparative traffic estimates shown in the table above indicate that under either scenario – the Marquis (North Pod) as a multi-use development or as a shopping center – the proposed changes to the North Pod plan and the addition of a gas station will have the effect of reducing the number of new trips average daily trips generated by the development. In both the AM and PM peak hours, the number of trips would be expected to increase if the development is treated as a multi-use development and decrease if it is treated as a shopping center. Two additional factors are worth noting. First, the analysis that was performed in 2007 assumed that the North Pod center would include a fairly substantial amount of second-story office space that is now no longer planned. Since office space generates far fewer trips per square foot than retail, the 2007 analysis understated the likely traffic impact. An up-to-date traffic analysis indicates that under current approvals – i.e., 849,000 square feet of shopping center space and a 114-room hotel with no office space – Phase 1 by itself can be expected to generate approximately 28,090 average daily trips, 628 of them in the AM peak hour and 2,571 in the PM peak hour.

Second, the updated traffic analysis makes no adjustment for “pass-by” trips, which are trips that “are attracted from traffic passing the site on an adjacent street or roadway that offers direct access to the generator [Route 199 in the case of the Marquis center].” ITE data suggests that many of the trips generated by the Marquis – particularly the gas station and the restaurants but the other retail uses as well – will come from the existing traffic stream on Route 199 and thus will not be *new* trips. This means the peak-hour trip generation will likely be lower than the applicant’s traffic analysis indicates.

Finally, it is important to note that even with the proposed adjustments to the North Pod development concept, the traffic associated with the 2007 approved commercial concept for the South Pod (which will remain valid until replaced or voided by some other action) could be accommodated, even though pursuing that commercial concept is clearly not the desire / intention of the current applicant.

5. Marquis Parkway, a private road extending off of Route 199 (Marquis Center Parkway), is the single point of access to the Marquis center. In previous reviews of this project, VDOT has indicated that its principal interest regarding the development is to preserve the carrying capacity of the adjacent public street, Route 199. Accordingly, the traffic signal on Route 199 and Marquis Parkway has been and will continue to be timed to achieve the purpose of ensuring an overall Level of Service

(LOS) C for this intersection.<sup>3</sup> This is the correct approach, in staff's opinion, but an unfortunate consequence is that as additional construction in the development occurs, there will be longer peak-hour delays for vehicles turning left into the Marquis from southbound Route 199 as well as those exiting the development via Marquis Parkway.

The approval of Marquis Phase 2 in 2007 includes a condition stating that prior to site plan approval, the applicant must demonstrate to the satisfaction of VDOT and the County that the Route 199/Marquis Parkway intersection is capable of accommodating the additional traffic in accordance with the overall intersection LOS C standard established by the Commonwealth Transportation Board. In addition, the Phase 2 approval has a second condition, which was recommended by VDOT, requiring the developer to annually take traffic counts at the intersection commencing one year from the time of issuance of the first Certificate of Occupancy for Phase I of the development (which took place in November 2007) until the project is fully developed. These counts would be submitted to the County and VDOT both to confirm that the intersection LOS remains acceptable and to assist VDOT in developing signal timing plans based on actual traffic volumes rather than forecasts that may or may not prove to be accurate. Given the changes in ownership and the various legal and financial circumstances surrounding the project beginning in 2008, there was little need for these annual traffic counts since construction had stalled, but now that the project has stabilized and construction is expected to resume, the developer will be required to submit this information as new construction occurs, beginning no later than November 7, 2014.

In summary, staff is of the opinion that approval of this application will not have any adverse effect on traffic as compared to the currently approved plans for both the North Pod and the South Pod. Traffic analyses indicate that Marquis Phase 1 (North Pod) as reconfigured by the applicant will generate no more PM peak-hour traffic than it would as currently approved and will likely generate less. The number of AM peak-hour trips will likely increase but not to a level that will cause unmanageable delays at the intersection of Route 199 and Marquis Parkway; even under the worst-case scenario, AM peak-hour traffic is approximately half the amount of PM peak-hour traffic. Furthermore, previous studies have shown that acceptable levels of service can be maintained at this intersection even with much more traffic than the reconfigured project will generate, and previous approval conditions establish safeguards to prevent the approval of more development than the intersection can accommodate.

6. Development within the Marquis center is subject to a series of design guidelines that were incorporated into the conditions of approval when the original use permit was approved in 2005. To implement these guidelines, a copy of which is attached, a condition of approval required the establishment of a seven-member design review committee – to include one member of the Planning Commission – to review and

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<sup>3</sup> The Transportation Research Board's *Highway Capacity Manual*, defines Level of Service (LOS) as a qualitative measure describing operational conditions within a traffic stream in terms of speed, travel time, freedom to maneuver, traffic interruptions, comfort and convenience, and safety. Levels of Service range from A (no congestion) to F (forced flow, severe congestion). Level of Service C is characterized by stable operations, moderate speed, and restricted maneuverability.

approve all proposed building and signage plans for the project. As construction in the Marquis resumes, that committee will need to be reconstituted to review future development plans and a new representative will need to be named since the original Planning Commission representative has rotated off the Commission. This appointment can be made by the Planning Commission Chair.

7. The proposed master plan shows a total of 1,252 additional parking spaces to serve the new businesses – 135 more than the 1,117 spaces required by the Zoning Ordinance. Pursuant to Section 24.1-606 of the Zoning Ordinance, the developer will be required to provide additional landscaping in the parking lot or around its perimeter. Specifically, enough trees and shrubs will need to be provided to earn an additional 20 Landscape Credit Units (LCUs) on the site for every ten spaces in excess of the minimum required number of spaced. In this case, an additional 270 LCUs will be required. This is in addition to the required 7.5% of the entire parking lot surface area that must be maintained in traffic islands or other interior planting areas within the parking lot.
8. The original conditions of approval for the Marquis required landscaped dividers within the various parking lots in accordance with a sketch prepared by staff and referenced in the approving resolution. Such dividers, which are required by Section 24.1-607(4) of the Zoning Ordinance, serve multiple purposes, particularly in large parking lots. By limiting high-speed diagonal movements, they promote safe internal traffic circulation. In addition, when walkways are incorporated into such dividers as they are in the Marquis, they provide for safe pedestrian access while also enhancing the aesthetic appeal of the development. The proposed amended master plan submitted by the applicant depicts large parking lots with no landscaped dividers, and while staff has not attempted to pre-define locations on the concept plan, a condition of approval to emphasize the various parking lot design standards (including the above-noted LCU requirement, dividing rows of parking with landscape islands, and including landscape islands/barriers to define circulation patterns) is recommended.

## **RECOMMENDATION**

Staff believes the applicant has presented a plan for the North Pod that will allow the Marquis center to reach its full potential as a major regional retail attraction and revenue generator for the County. The introduction of a national discount club store with accessory automobile fuel sales into the greater Williamsburg market area will benefit both local residents and the local economy, while the reduction in total building area will help to keep the traffic impacts manageable. Environmental impacts of the project have been thoroughly evaluated in previous reviews; in fact, the elimination of a second bridge over Whiteman Swamp reduces the disturbance to the Chesapeake Bay RPA buffer in that area. Action on this proposal for the North Pod can be taken independent of the companion proposal that the applicant has submitted for the South Pod. Approval and development of the North Pod as now proposed would not preclude development of the South Pod in accordance with its existing zoning (EO) and the approved South Pod concept plan, nor would it preclude consideration of the applicant's current South Pod proposal. Therefore, based on the considerations and conclusions as noted, staff

recommends that the Commission forward this application to the Board of Supervisors with a recommendation of approval subject to the conditions set forth in proposed Resolution No. PC13-25.

TCC

Attachments:

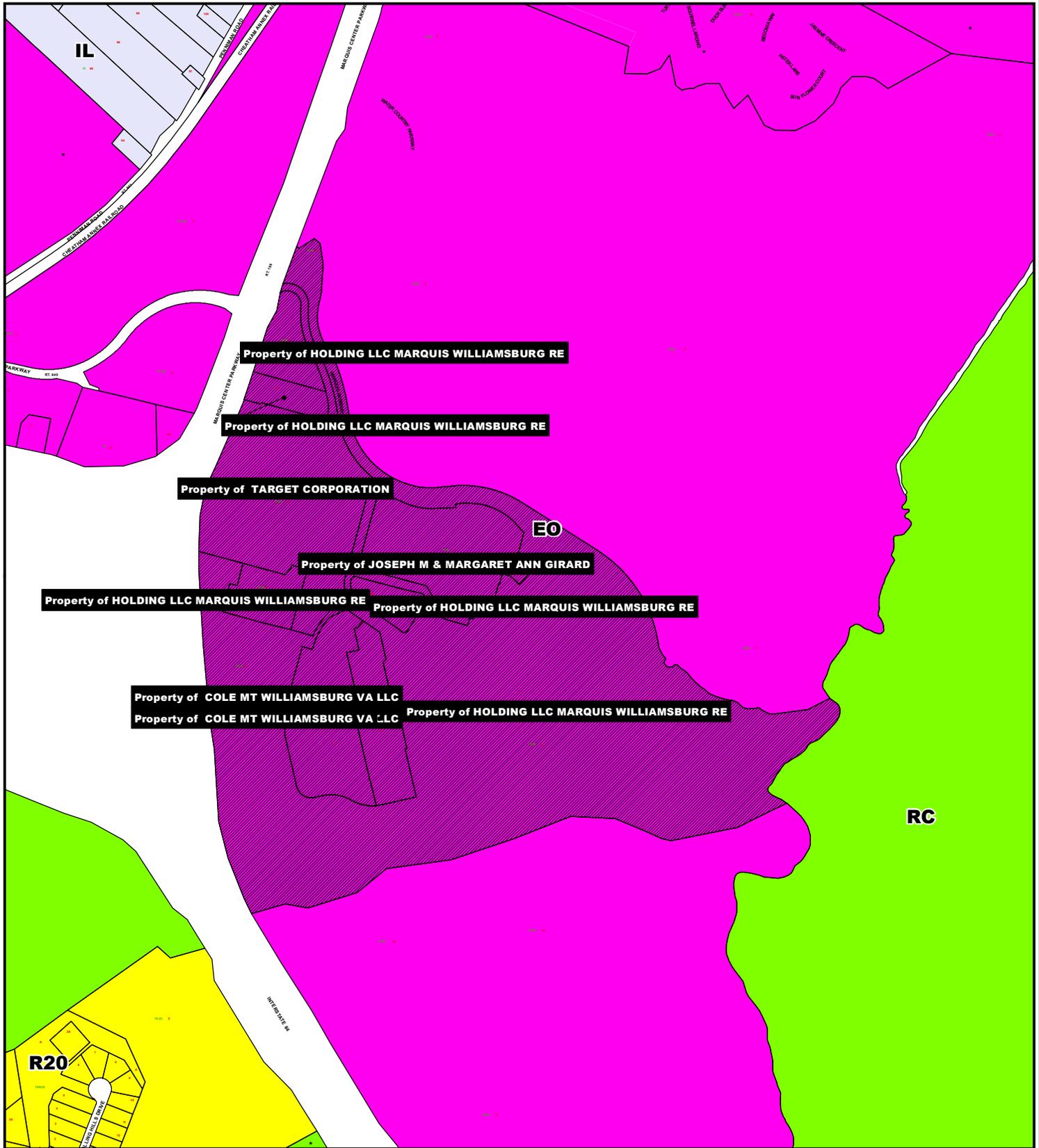
- Zoning Map
- Approved Overall (North and South Pods) Master Plan
- Approved Phase 1 (North Pod) Master Plan
- Proposed Phase 1 (North Pod) Master Plan
- Narrative Description
- Traffic Impact Analysis
- Marquis Design Review Committee Structure
- Resolution No. R05-201(R)
- Resolution No. R06-74(R)
- Resolution No. R07-118
- Proposed Resolution No. PC13-25

**APPLICANT**  
**Marquis Williamsburg RE Holding LLC**  
 Modify layout and allow gas sales at the Marquis retail center

# ZONING MAP

**APPLICATION NUMBER:** UP-833-13

H13b-3705-2673, H13d-4301-2012, H13b-3822-3722, H13b-4652-2897, H13d-4030-2029, H13b-4347-2639, H13d-4834-2062, H13b-3832-3152, H13b-3833-3806



★ = Conditional Zoning

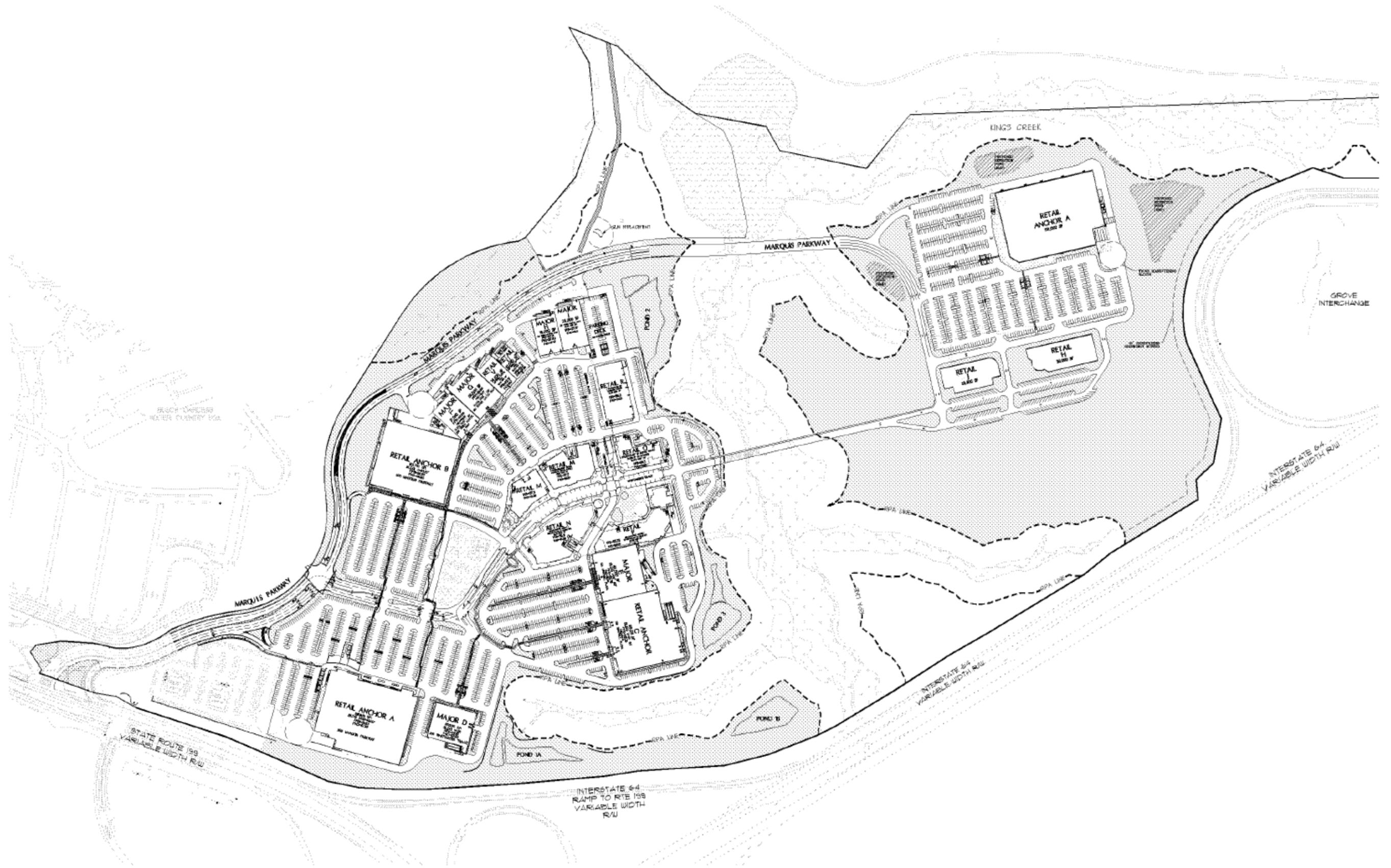


Printed on September 19, 2013

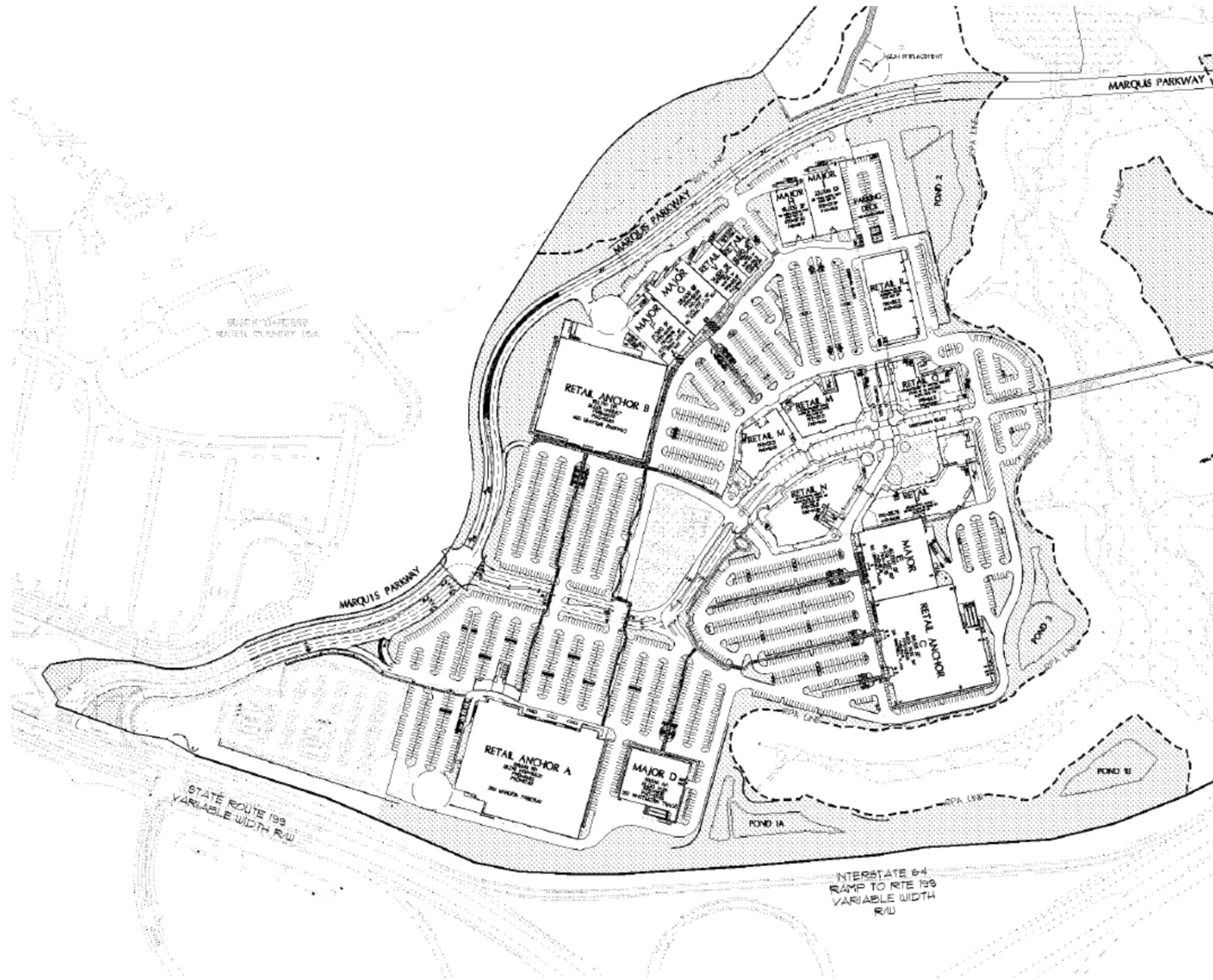


SOURCE: YORK COUNTY  
 GIS PARCEL DATA and  
 ZONING COVERAGE

THIS IS NOT A LEGAL PLAT.  
 This map should be used for  
 information purposes only. It is  
 not suitable for detailed site planning.



Approved Overall Master Plan



Approved North Pod Concept Plan - 2007



## THE MARQUIS

### NARRATIVE DESCRIPTION

The accompanying applications represent the long-awaited completion of The Marquis project in York County. The property owner, Marquis Williamsburg RE Holding LLC, purchased The Marquis property in 2009. At that time, the property was plagued with millions of dollars of mechanic's liens and lawsuits, and several of the retail tenants had no leases in place and were owed substantial amounts of money from prior developers. The Marquis was on the verge of catastrophic failure. Now, a few years later after much hard work these prior issues at The Marquis have been resolved, and the property is being marketed aggressively to national retailers, restaurants, and other commercial users. After careful market study and marketing over several years, the owner has an exciting plan for a realistic completion of The Marquis project in the immediate future.

The proposal to complete The Marquis involves two concurrent land use applications: 1) an amendment of the existing Special Use Permit (SUP) to allow a reconfiguration and completion of the remaining commercial development on "North Pod", including the addition of a 136,500+/- s.f. retail site for a large national brand club discount store pre-committed to the site, as well as several other national brand retailers and restaurants, and 2) a rezoning of the "South Pod" from EO- Economic Opportunity to PDR-Planned Development Residential in order to allow for a residential component at The Marquis to provide much-needed nearby rooftops including several different housing types.

### **Current State of Development and Land Use Approvals**

Currently, The Marquis is a collection of five existing big box retail stores. Target, Best Buy, Kohl's, Dick's Sporting Goods and JC Penney, totaling 397,590 square feet, were constructed in the late 2000's on The Marquis North Pod as part of a larger development concept encompassing both the North Pod and South Pod. The current development at The Marquis was approved as an SUP through York County Board of Supervisors' Resolution R05-201(R) and subsequently revised through Resolutions R06-74(R), R07-118, and R07-127. In addition to the currently developed retail stores, the existing SUP approval allows for additional connected retail space, out-parcel buildings, parking decks, a Town Center core and vehicle/pedestrian bridges connecting the North and South Pods. The Marquis is currently approved for a maximum size of 1,120,000 square feet consisting of 1,049,000 square feet of retail and office space and 71,000 square feet of hotel space.

Due to market realities and site challenges, only a portion of the North Pod has been developed, and there has been no development of the South Pod to date. After the owner's stabilization of The Marquis, the project has been aggressively marketed nationally. As evidenced by the SUP application proposed, the owner has had solid interest in the North Pod, however no realistic commercial development is feasible for the South Pod. A common thread has been expressed over the past eighteen months among potential tenants, including two national grocery stores and two big box club discount stores, in their decisions to forego developing at The Marquis due to the lack of rooftops in closely proximity to The Marquis. Likewise, the current letter of intent in place with a national discount club store for the North Pod contains a requirement of residential development on the South Pod. In our current economic climate, the reality is that commercial users are more conservative in their evaluation of a location and are more closely evaluating sustainability factors such as this.

The South Pod also is faced with a site challenge in that it is physically separated from the North Pod by a prominent, environmentally restrictive feature, Whiteman Swamp, a perennial drainageway with a flood plain varying between one hundred feet in width to three hundred feet in width. This wetland feature has the effect of segregating the South Pod from any traffic and visibility on the Interstate and Route 199 which benefits the North Pod. This isolation of the South Pod is coupled with the fact that a crossing of the wetland to accommodate commercial traffic is prohibitively more expensive than a crossing to support residential development. The South Pod is essentially a cul-de-sac at the end of The Marquis property and, as time has demonstrated, not conducive to commercial and retail uses and is therefore very unlikely to be developed for those uses. Conversely, the wetlands area separating the North Pod and South Pod provides a nice natural buffer for a residential use of the South Pod complimenting the commercial use of the North Pod.

### **Comprehensive Plan**

The Marquis lies in the Whittaker's Mill Sub-Area in County Comprehensive Plan, and is designated Economic Opportunity in the currently adopted Comprehensive Plan- *Charting the Course to 2025*. The majority of the Whittaker's Mill Sub-Area is zoned EO-Economic Opportunity in recognition of its proximity to the Interstate 64 interchange and existing utility infrastructure. At the time of this application, the York County Board of Supervisors is considering final adoption of an updated Comprehensive Plan- *Charting the Course to 2035*, and is expected to act on the updated plan shortly after this application is filed. The draft of the new Comprehensive Plan as recommended by the Planning Commission to the Board of Supervisors would retain an Economic Opportunity designation for The Marquis, and it would add a Mixed Use overlay designation. Consistent with the expected Mixed Use overlay designation, The Marquis is requesting that the South Pod be rezoned to PDR - Planned Development Residential. Although The Marquis North Pod and South Pod would have different zoning designations, the effect would be to complete the development of The Marquis as one cohesive development combining residential and commercial uses in close proximity, classic mixed use planning

### **Rezoning**

The Marquis seeks to rezone the South Pod to PDR-Planned Development Residential to afford the existing and proposed commercial uses maximum opportunity to benefit from the proposed residential development and similarly offering the proposed residents the opportunity of a quality of living enhanced by essential commercial uses in close proximity. This request is a good economic and physical fit for this site and it embodies the Comprehensive Plan's vision for this critically important property in the County.

The Master Plan proposes a combination of apartments, townhouses and single family detached residential development on the 112.6± acre South Pod. Since residential development is not permitted within the EO-Economic Opportunity zone, The Marquis requests to rezone the property to PDR-Planned Development Residential. The intent of PDR-Planned Development Residential is "to encourage innovative and creative design and to facilitate use of the most advantageous construction techniques in the development of land for a variety of compatible land uses". The Marquis intends to meet all the use, dimensional and open space requirements as stipulated in the PDR-Planned Development Residential zoning district as part of the overall design as well as providing open space within each of the distinct areas designated for the differing residential uses.



## **SUP Amendment**

The currently approved SUP for the North Pod (UP-686-05 & UP-729-07), in addition to the existing retail stores, allows, for additional connected retail space, out-parcel buildings, parking decks, a Town Center core and vehicle/pedestrian bridges connecting the North and South Pods. The Marquis North Pod is currently approved for a maximum size of 920,000 square feet consisting of 849,000 square feet of retail and office space and 71,000 square feet of hotel space. The proposed SUP amendment would fully realize all realistic commercial development of The Marquis by completing the North Pod with over 635,000 square feet, including the addition of a 136,500 square feet major anchor tenant national club discount store with fuel sales that will afford an exciting draw to the site providing for long-term sustainability. The SUP amendment seeks to redesign the North Pod layout to also accommodate numerous other national brand retailers and restaurants rounding out the development.



## **TRAFFIC IMPACT ANALYSIS**

### **The Marquis North Pod**

### **Special Use Permit Amendment**

*York County, Virginia*

### **Existing Conditions and Approved Uses**

The Marquis Retail Center in northern York County Virginia is a collection of big box retail stores. The five buildings (Target, Best Buy, Kohl's, Dick's Sporting Goods and JC Penney), totaling 397,590 square feet, were built in the late 2000's as part of a larger development concept. The Marquis, approved through York County Board of Supervisors' Resolution R05-201(R) and subsequently revised through Resolutions R06-74(R) and R07-118, includes provisions for smaller out-parcel buildings, additional connected retail space, parking decks, and a Town Center core. The center is currently approved for a maximum size of 920,000 square feet consisting of 849,000 square feet of retail and office space and 71,000 square feet of hotel space.

Marquis Parkway provides the sole access point from Route 199 (Marquis Center Parkway) into The Marquis. Resolution R07-118 restricts access to Marquis Parkway to six driveways and limits access on certain roadways to employees or delivery and service vehicles. These driveways include right in only driveways and service entrances. Earlier resolutions require pedestrian connections throughout the center of particular widths, and reference illustrations of the typical "Main Street Cross Section".

### **Proposed Uses**

The revised Master Plan replaces the Town Center area with 74,145 square feet of attached retail, an 8,400 square foot free standing retail space, a 136,500 square foot club discount store, and four restaurants of varying size for a total 237,630 square feet. The proposed discount store will include a fuel sales area with 12 fueling positions. The total retail area will be 635,220 square feet, compared to the 920,000 square feet currently approved for The Marquis North Pod. There will be no hotel facilities provided for with the revised Master Plan. All parking will be provided in surface lots; no parking structures are included in revised Master Plan.

## Traffic Impacts

### *Circulation*

The proposed plan preserves the existing access to Marquis Parkway and Marquis Center Parkway. While the approved plan included a Main Street with on-street parking and close building frontages connecting to undeveloped property to the south, the revised Master Plan provides a spine roadway looping back to Marquis Parkway. The revised Master Plan adds a new driveway to the parking area in front of Dick's Sporting Goods which will be more direct than the existing access routes.

The revised Master Plan provides an exterior circulation route for delivery and service traffic to most buildings and proposes vehicle circulation routes requiring 8 points of access to the south side of Marquis Parkway, whereas only 6 were previously approved.

The revised Master Plan provides pedestrian access between the major retail buildings via wide sidewalks in front of the new buildings.

### *Trip Generation and Roadway Capacity*

Since the revised Master Plan reduces the overall size of the shopping center, trip generation will be less than that previously approved. Accordingly less roadway capacity will be utilized. A full accounting of the estimated trips from the revised Master Plan compared to that which was previously approved is attached.

Trip generation from shopping centers can be calculated in two ways. Either the entire square footage can be considered as a shopping center, or the trips from the component parts can be calculated and then reduced to account for the interaction of internal or combined trips. Under the revised Master Plan, customers and employees can be expected to make combined trips including stops at the retail establishments, a restaurant, and possibly a fill up at the fuel station. According to the *ITE Trip Generation Handbook*, daily and PM peak hour retail to retail internal capture rates are 30 and 20 percent respectively.

Trip generation, if calculated with the entire development as a shopping center, will drop from 28,734 trips per day to 22,585 trips per day, or 21 percent, with similar reductions during the AM and PM peak periods. If the net trip generation is calculated based on the individual land uses, the daily trip generation is expected to fall from 28,090 trips per day to 24,333 trips per day or 13 percent. The PM peak is estimated to drop 8 percent. Using this method the AM peak is higher than under

the previously approved plan and is attributable to customer activity at discount clubs and fuel stations during the morning hours, while most shopping centers are closed during the AM peak hours. However, the AM peak hour traffic from the revised Master Plan is less than half of that which is expected to be generated during the PM peak hour.

Since the proposed development will generate less traffic than the previously approved plan, it is expected that levels of service and operating capacity at the intersection of Marquis Parkway and Marquis Center Parkway (Route 199) will be preserved. Since the AM peak hour volumes are much less than the PM peak hour volumes, the AM peak hour can be expected to continue to operate at acceptable levels as well.

**THE MARQUIS  
NORTH POD  
SUP AMENDMENT**  
Land Use

Approved by R07-118

ITE Code	Intensity	Daily Trip Ends	PM Peak-Hour Trip Ends				AM Peak-Hour Trip Ends						
			Total	In		Out		Total	In		Out		
				%	Trips	%	Trips		%	Trips	%	Trips	
Hotel	310	100.0 RM	817	60	51%	31	49%	29	53	59%	31	41%	22
Shopping Center	820	849.0 KSF	27,273	2,511	48%	1,205	52%	1,306	575	62%	356	38%	218
<b>Total</b>			<b>28,090</b>	<b>2,571</b>		<b>1,236</b>		<b>1,335</b>	<b>628</b>		<b>388</b>	<b>100%</b>	<b>240</b>
Internal Capture	0%	0%	0	0		0		0					
Pass-By	0.00%	0.00%	0	0		0		0					
Net External			28,090	2,571		1,236		1,335	628		388		240

or in reduced terms

Shopping Center	820	920.0 KSF	28,734	2,650	48%	1,272	52%	1,378	604	62%	374	38%	229
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Proposed

Shopping Center	820	482.6 KSF	18,891	1,720	48%	826	52%	894	407	62%	252	38%	155
Discount Club	857	136.5 KSF	5,704	570	50%	285	50%	285	67	70%	47	30%	20
High T/O Rest	932	10.0 KSF	1,272	99	60%	59	40%	39	108	55%	59	45%	49
Fast Food (DI)	934	4.5 KSF	2,233	147	52%	76	48%	71	204	51%	104	49%	100
Fast Food (DI)	934	4.1 KSF	2,027	133	52%	69	48%	64	185	51%	94	49%	91
Gas	944	16 Pumps	2,697	222	50%	111	50%	111	195	51%	99	49%	95
<b>Total</b>			<b>32,823</b>	<b>2,891</b>		<b>1,427</b>		<b>1,464</b>	<b>1,166</b>		<b>656</b>		<b>509</b>
Internal Capture <sup>1</sup>	30%	20%	8,427	514		247		267					
Pass-By	0.00%	0.00%	0	0		0		0					
Net External			24,396	2,377		1,179		1,197	1,166		656		509

or in reduced terms

Shopping Center	820	637.6 KSF	22,642	2,073	48%	995	52%	1,078	483	62%	299	38%	183
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Notes-

1 Internal capture rates based on Retail to Retail Capture Rates from ITE Trip Generation Handbook, 2nd Ed. , p. 93

# Design Review Committee Structure

## *The Marquis*

York County, Virginia

### **Committee Objective**

In order to promote innovation, creativity, and architectural excellence in the design of the “The Marquis”, building, signage, and fencing architectural design shall be subject to review and approval by a designated Design Review Committee. Such approvals, whether for initial construction or for subsequent renovations/alterations involving the exteriors of existing structures, shall be granted based on conformance with the Design Guidelines (attached hereto) for the project (Design Guidelines approved as a condition of the Special Use Permit).

### **I. *Design Review Committee Structure***

- A. Seven (7) Member Panel - Experience or knowledge in one of the following preferred:
  - 1. Construction
  - 2. Design/ Architecture
  - 3. Real Estate / Shopping Center Industry
  - 4. Local Design Character / Historical Significance
  - 5. Prior experience involving group interaction and decision making
  
- B. Committee Selection – Two (2) members – one a York County Planning Commission member and one a York County staff member – to be selected by York County Board of Supervisors; Two (2) members to be selected by Premier Properties USA, Inc (PPUSA).; Three (3) members to be selected by mutual agreement of York County and PPUSA.
  
- C. DRC Member Requirements/ Responsibilities
  - 1. Attendance at regular meetings, and informal work sessions.
    - a. No less than five (5) members must be present to conduct business and take action at a DRC meeting or informal work session.
  - 2. For every site plan application submitted, the DRC shall meet twice. The first meeting shall be an informal work session for the DRC to critique the plans, and the second meeting shall be the “action” meeting at which the DRC will vote to approve or not approve the plans as submitted or as re-submitted after the initial meeting.
  - 3. Informal Work Sessions will consist of group discussions / interaction/critique of the design, material selection, function and appearance of the center.
  - 4. All DRC meetings will be in York County unless an alternate location is agreed upon by all members. Meeting times and dates are to be determined, but will be held in the evening unless determined otherwise by the DRC majority.
  - 5. Decisions shall be based on whether or not the plans are in conformance with the Design Guidelines and such other design-related conditions and standards as may have been established by the York County Board of Supervisors in conjunction with the Special Use Permit authorization for the project. The DRC may establish supplementary guidance to assist prospective applicants in achieving design approval, provided that such supplementary guidance does not conflict with or alter any of the basic Design Guidelines set out herein or in the Special Use Permit approval. Any proposed change in the basic Design Guidelines shall require review and approval by resolution by the York County Board of Supervisors

## D. DRC Final Approval Meeting(s)

1. Five (5) DRC committee members must be present to form a quorum and to take action.
2. DRC members shall be notified seven (7) days in advance, via faxed or mailed written correspondence, of such meeting.
3. Premier Properties USA, Inc. shall submit to each DRC member five (5) working days in advance, copies of each of the following; site plan, sign plan (freestanding), building elevations (including color renderings) and performance features.
4. The DRC will vote to approve or not approve such plans based on meeting the conditions and criteria of the Design Guidelines and any design-related conditions stipulated in the Special Use Permit approval.
5. There must be a majority vote by the DRC for plans to be approved.
6. Appeals of decisions of the DRC shall be to the York County Board of Supervisors. Appeals of decisions of the Board of Supervisors shall be to the Circuit Court in accordance with the same procedures as set out in Section 15.2-2306 of the Code of Virginia.

Subsequent to completion of construction on all the authorized building pads within the project, the seven (7) member DRC shall be adjusted to a membership of three (3) – one member selected by the York County Board of Supervisors, one member selected by PPUSA, and one member selected by mutual agreement of the Board of Supervisors and PPUSA. The 3-member DRC shall then be responsible for reviewing and deciding the appropriateness of any proposed architectural modifications to existing structures within the project. Determinations of appropriateness shall be based on consistency with the Design Guidelines.

- E. Failure to construct in accordance with the plans and details approved by the DRC shall be considered a violation of the Special Use Permit conditions and shall be grounds for the County's denial of a Certificate of Occupancy for the subject structure.

## Design Guidelines

Premier Properties USA, Inc. Project: The Marquis – York County, VA

### PROJECT MISSION

*The design and style of all buildings within the project shall conform to an architecturally compatible design theme that includes, but is not necessarily limited to, the use of consistent and compatible building materials, architectural features, colors, and building heights. The intent of the Design Standards and design review process is to create a harmoniously designed, first class retail center that both the residents of York County, and those visiting York County will be able to enjoy not only as a one of a kind shopping experience, but also as a unique and fun social and gathering place.*

### Architectural Guidelines (Buildings)

1. Building facades visible from public roads and by project customers (i.e., from circulation drives, parking areas or pedestrian ways) shall be of the highest quality, and will include, but not be limited to, the following:
  - a. Brick
  - b. Wood
  - c. Stone
  - d. Architectural steel / metal / aluminum products
  - e. Burnished masonry units
  - f. Glass
  - g. EIFS / Dryvit
2. Brick and brick type products shall be a prominent material for the project façades. No portion of a building façade visible from a public road or by center patrons (whether from pedestrian ways, vehicular circulation drives, or parking areas) shall be constructed of barren or unfinished concrete masonry unit (cinder block), corrugated material, sheet metal, or vertical metal siding.
3. The back of buildings (“Back of House” / “Service Areas”) may utilize standard painted masonry units for such areas where such facades are obstructed from view public streets and shopping center customers (pedestrian ways, vehicular circulation drives, or parking areas).
4. For buildings with flat roofs:
  - a. Parapet walls with materials consistent with the rest of the building shall be in place so as to obstruct the view of HVAC and mechanical equipment and the roof deck.
  - b. Roof drainage shall be contained with internal roof drains. No exposed gutters or downspouts are permitted unless they are obstructed from public view or such gutters are decorative in nature (copper, etc.)
5. Building façades greater than fifty (50') shall incorporate either wall plane projections or recesses, bay divisions, or decorative building appendages in order to break up large building masses.
6. Building color palette and materials shall be: consistent throughout the project; consistent with the “Materials Capsheet” (JPRA Architects, Page 15, August 31, 2005) submitted with SUP application; and consistent with the “Yorktown Color Palette” which shall be defined as those exterior colors represented by the “Preservation Exterior Palette” published by Sherwin Williams Company or on the “Williamsburg Collection” palette published by Martin Senour Paints, provided however, that this shall not be

construed to require the use of paints from these companies and color matches from other companies shall be acceptable..

7. Freestanding/detached buildings (whether single or multi-tenant/user) within the project shall have clearly defined, and highly visible customer entrances featuring no less than three of the following:
  - a. Canopies or porticos
  - b. Overhangs
  - c. Recesses / projections
  - d. Raised cornices or parapets over the doors
  - e. Peaked roofs
  - f. Arches
  - g. Display windows
  - h. Elevate Storefront Glass (in excess of 14')
  - i. Integral planters or wing walls that incorporate landscaped areas and/ or places for sitting
8. Gas lines servicing roof top units, or any other gas line cannot be exposed (mounted) on the building. Such lines must be installed inside of the building, or in an exterior chase that is architecturally integrated with the building design .
9. Roof access shall be inside of the buildings, unless completely obscured from view from public roads, circulation drives, parking areas or pedestrian ways.
10. Building address identification shall be consistent throughout, and conform to the design theme.
11. All architectural, performance, parking lot, street lighting, and signage shall conform to the development design theme.
  - a. The maximum height for on-site light fixture poles shall be .
    - i. Pedestrian walks and plazas: 18 feet
    - ii. Internal streets and drives: 25 feet
    - iii. Parking areas: 30 feetIllumination levels shall not exceed .5 foot candles at all external property lines.
  - b. All building and freestanding signage shall be internally lit provided however that the DRC may approve external illumination if by down-lighting/full-cutoff fixtures .
  - c. No exposed neon will be allowed for signage or building accent lighting.
  - d. Mercury vapor lighting shall not be permitted.
12. All parking lot cart corrals shall be designed with materials compatible with the project design. No outdoor storage of carts will be allowed unless appropriately screened from view.

BOARD OF SUPERVISORS  
COUNTY OF YORK  
YORKTOWN, VIRGINIA

Resolution

At a regular meeting of the York County Board of Supervisors held in York Hall, Yorktown, Virginia, on the 20th day of December, 2005:

<u>Present</u>	<u>Vote</u>
James S. Burgett, Chairman	Yea
Walter C. Zaremba, Vice-Chairman	Yea
Sheila S. Noll	Yea
Kenneth L. Bowman	Yea
Thomas G. Shepperd, Jr.	Yea

On motion of Mrs. Noll, which carried 5.0, the following resolution was adopted:

A RESOLUTION TO APPROVE A SPECIAL USE PERMIT TO AUTHORIZE THE ESTABLISHMENT OF A RETAIL CENTER OF MORE THAN 80,000 SQUARE FEET OF FLOOR AREA ON PROPERTY LOCATED AT 165 AND 175 WATER COUNTRY PARKWAY

WHEREAS, Premier Properties USA, Inc., has submitted Application No. UP-686-05, which requests a special use permit, pursuant to Section 24.1-466(g) of the York County Zoning Ordinance, to authorize a retail center of more than 80,000 square feet of gross floor area on property located at 165 Water Country Parkway (Route 640) and a portion of 175 Water Country Parkway, and further identified as Assessor's Parcel Nos.11-91 and a portion of 11-4-3; and

WHEREAS, said application has been forwarded to the York County Planning Commission in accordance with applicable procedure; and

WHEREAS, the Planning Commission recommends approval of this application; and

WHEREAS, the York County Board of Supervisors has conducted a duly advertised public hearing on this application; and

WHEREAS, the Board has carefully considered the public comments and Planning Commission recommendation with respect to this application;

NOW, THEREFORE, BE IT RESOLVED by the York County Board of Supervisors this the 20th day of December, 2005, that Application No. UP-686-05 be, and it is hereby, approved to authorize a retail center of more than 80,000 square feet of gross floor area on property located at 165 Water Country Parkway (Route 640) and a portion

of 175 Water Country Parkway, and further identified as Assessor's Parcel Nos. 11-91 and a portion of 11-4-3, subject to the following conditions:

1. This use permit shall authorize a retail center of more than 80,000 square feet of gross floor area located at 165 Water Country Parkway (Route 640) and a portion of 175 Water Country Parkway and further identified as Assessor's Parcel Nos. 11-91 and a portion of 11-4-3. This use permit shall be applicable only to that area identified as "Phase I" on Sheet C2.0 of the plans referenced in Condition #2 below.
2. A site plan prepared in accordance with the provisions of Article V of the York County Zoning Ordinance shall be submitted to and approved by the York County Department of Environmental and Development Services, Division of Development and Compliance, prior to the commencement of any construction activities on the subject parcel. Except as modified herein, said site plan shall be in substantial conformance with the plans titled "The Marquis, York County, Virginia," S.U.P. Re-submittal, Sheets C.01, C1.1, C1.2, C1.3, C3.1 and C3.2, prepared by Landform, dated September 30, 2005 and received by the Planning Division October 3, 2005, and Sheets 2.0, 2.1 and 2.2, received on October 10, 2005, and "Typical Main Street Cross Section, the Marquis," prepared by JPRA Architects, dated September 30, 2005, and received by the Planning Division on October 3, 2005. Building elevations shall be in general conformance with the renderings and photographs titled "Design Review Committee References", dated December 20, 2005, and made a part of this approval by reference. All building construction shall be subject to the design review and approval process set forth herein. For the purposes of this Special Use Permit authorization, the maximum total amount of floor area in the subject phase of the project shall be 800,000 square feet.
3. Prior to site plan approval, the applicant shall secure any permits or approvals required under Chapter 23.2, Chesapeake Bay Preservation Areas, of the County Code, and any permits or approvals required from the Army Corps of Engineers for development impacting wetlands.
4. All signage on the property shall be in conformance with Article VII of the Zoning Ordinance. Freestanding identification signage for the overall project shall be limited to a single monument sign for each individual public street frontage bordering the property (Interstate 64, including the exit ramp; Route 199; Water Country Parkway, extended) and shall be in substantial conformance with the monument sign elevation titled "Freestanding/Monument, The Marquis," Sheet 3, prepared by JPRA Architects, dated September 30, 2005, and received by the Planning Division on October 3, 2005. Freestanding identification signs for any separate outparcels shall be permitted in accordance with the terms of Article VII. Internal freestanding directional signage shall conform to Zoning Ordinance Section 24.1-707(r).
5. Pedestrian access and parking lot landscape dividers shall be located as depicted on the plan sheet labeled "Staff amendments," Sheet C2.2 and dated October 10,

2005, a copy of which is included in this resolution by reference. The ultimate site design shall also include any additional pedestrian ways and/or landscape dividers as may be deemed required in the course of final site plan review. The pedestrian access way labeled "major pedestrian access way" shall be designed as a minimum 15-foot wide landscape island containing a minimum 5-foot wide sidewalk adjacent to a minimum 10-foot wide landscaped area. All other delineated pedestrian access ways shall be designed as minimum 10-foot wide islands containing minimum 4-foot wide sidewalks adjacent to minimum 6-foot wide landscaped areas.

6. Prior to application for site plan approval, a design review committee, formed and governed by the document entitled "Design Review Committee Structure" dated November 2, 2005, and made a part of this resolution by reference, shall be established for the review and approval of proposed building and signage plans. Site and building plans shall conform to the Design Guidelines section of this document and such other standards as are established herein.
7. Access to the proposed development shall be as generally depicted on the conceptual plans referenced in Condition #2 above, and including any modifications as required by the Virginia Department of Transportation (VDOT). Such access arrangements from Route 199 and the proposed connections with the Grove Interchange ramp system of Interstate 64 shall be subject to review and approval by the Virginia Department of Transportation and by the Federal Highway Administration (FHWA) in accordance with such procedures and requirements as those agencies determine appropriate. The adequacy of the proposed traffic network shall be documented and analyzed in a Traffic Impact Study prepared in accordance with all applicable standards for such studies and approved by VDOT and FHWA where applicable as required by statute. The Traffic Impact Study shall document the improvements necessary to serve the needs of the proposed development and to yield a minimum Level of Service of C. Where the existing conditions provide a current Level of Service of less than C, the improvements shall be designed to at least maintain the current volume to capacity ratio without further degradation through the design year, plus two years. The improvements necessary to accommodate the traffic impacts of the proposed development shall be the responsibility of the applicant. In the event transportation system improvements cannot be designed to accommodate the proposed amount of retail development and achieve the LOS standard, then the size (floor area) of the proposed commercial space shall be reduced accordingly from that depicted on the Concept Plan.

The alignment and design of the proposed main access road, which is depicted on the Concept Plan as a "New State Road," shall be approved by the Virginia Department of Transportation and, in the event of a connection to the Interstate 64 ramp system, the Federal Highway Administration. The road shall be designed as a limited access facility with no breaks on its north side other than a possible service/employee access connection to Water Country USA, and a possible pull-off/parking area to provide access to any interpretive area established in conjunction with the historic/archaeological resources to be preserved, both subject to VDOT's review and approval. Access breaks (entrances into the proposed devel-

opment) on the south side shall be as generally depicted on the referenced concept plans, shall not exceed a total of five (5) for this phase of the project, and shall be subject to review and approval by VDOT as to such design, geometrics and traffic control/signalization standards as it deems appropriate.

In the event the connection to the Interstate 64 ramp system is not approved by VDOT and/or the Federal Highway Administration, or is still under review at the time the applicant wishes to commence detailed design and engineering work for the Phase I development, the applicant shall be responsible for demonstrating the adequacy of the Route 199 access point to serve as the sole access to the proposed Phase I development. Such documentation shall be provided through the submission and approval, by VDOT, of a traffic impact analysis (which may be a subsection of the overall project Traffic Impact Study referenced above). In addition, the applicant shall be responsible for securing a commitment from VDOT that the Phase I main access road will be eligible, upon completion, for acceptance by the Virginia Department of Transportation. In the event the Phase I main access road will not be eligible for acceptance by VDOT, it shall be considered a private road/commercial access and all future maintenance responsibility shall rest with the applicant/developer.

The referenced Traffic Impact Studies shall accompany the first site plan submission for the proposed development. Site Plan approval shall be contingent upon approval of the Traffic Impact Study by VDOT and, as necessary, the Federal Highway Administration. No Land Disturbing Activity Permits shall be issued for the proposed development unless the Traffic Impact Study and roadway design has been approved. In the event the authorized project is to be constructed in phases and will involve multiple site plan submissions, the initially submitted traffic study may include recommendations for a phased approach to constructing the transportation infrastructure.

8. Except as noted herein, preservation of historic resources on the property shall be fulfilled in accordance with the applicant's historical resources summary received by the Planning Division on October 3, 2005, which is included in this resolution by reference.

Prior to any clearing or grading activities in the area of historical resources site Nos. 394, 396, or 1026 as identified in the report "Phase II Archaeological Significance Evaluation of Sites 44YO0394, 44YO0395, 44YO0396, and 44YO1026 at the Whittaker's Mill Tract in York County, Virginia," prepared by James River Institute for Archaeology, Inc., dated August 2005 and received by the Planning Division on September 1, 2005, and as noted as "area to undergo Phase III investigation" on Sheet C1.2 referenced in condition # 2 above, a Phase III archaeology study shall be conducted in accordance with Virginia Department of Historical Resources (VDHR) guidelines. This shall include full recovery, documentation and archiving of all found historical artifacts on the site. Artifacts shall be archived at an antiquities repository facility constructed in accordance with applicable VDHR curation guidelines (36CFR, part 79), and shall be available to the pub-

lic for educational and research purposes. In coordination with the County and VDHR, the applicant shall initiate application to the VDHR for nomination of preserved eligible sites to the National Register of Historic Places.

There shall be no disturbance of the gun emplacement/redoubt located within site No. 394 as identified in the above-referenced Phase II archaeological report, and a 50-foot undisturbed buffer shall be maintained surrounding the feature. Said buffer shall be delineated on approved site and grading plans, and shall be clearly demarcated on-site prior to clearing or grading activities in its vicinity. The Zoning Administrator may approve a decrease in the buffer provided engineered site plans and further field testing adequately demonstrate that the feature will be completely protected from grading, soil erosion, or other land disturbing activities. The Zoning Administrator shall consult with VDHR as to the adequacy of the plans and field testing procedures. In no case shall the buffer be decreased to less than 20 feet.

Prior to any land disturbing activities on the site, an easement shall be established for the perpetual preservation of historical sites over the area so referenced on plan Sheet C1.2. The easement area shall also include the undisturbed buffer associated with the gun emplacement/redoubt area referenced above. Said easement shall be granted to the County or other public or non-profit organization dedicated to the discipline of historic preservation and associated public education, and shall contain provisions for the maintenance and protection of historic sites and interpretive facilities as referenced herein.

No later than at time of completion of the proposed state road within the Phase I portion of the subject site, the applicant shall be responsible for the construction of a wayside vehicular pull-off area in the area of site Nos. 394/395, as identified in the above-referenced Phase II archaeological report. Such pull-off shall be subject to the approval of VDOT and shall include a parking area, pedestrian path, and interpretive signage for the purpose of displaying interpretive/educational information including, but not limited to, photographs and text describing the artifacts and the associated history of the site. The applicant shall also be responsible for development and installation of relevant interpretive/educational signage to be placed on or near the buildings to be built over site No. 396. The County, in coordination and cooperation with VDOT and VDHR shall approve the proposed number, size, location, design, and materials of the signs, parking area, and pedestrian path.

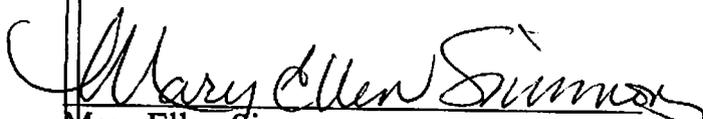
9. Free standing and building lighting shall be full cut-off fixtures that are shielded and directed downward and level to the ground to prevent off-site illumination. The maximum height for on-site light fixture poles shall be as follows:

Pedestrian Walks and Plazas:	18 feet
Internal Streets and Drives:	25 feet
Parking Areas:	30 feet

Freestanding signage shall be internally lit, except where exterior lighting is directed downward and fully shielded. Illumination levels shall not exceed 0.5-foot candle at any exterior property line. Neon lighting exposed or contained within non-opaque fixtures shall not be permitted for signage or for building or other structure accents. All lighting schemes and lighting fixtures shall be consistent with the lighting recommended by the Illumination Engineering Society of North America (IESNA). Acceptable light sources shall include incandescent and metal halide lamps, and should produce a color temperature close to daylight. Other sources may be approved by the Design Review Committee; however, mercury vapor sources are not permitted.

0. A 45-foot wide undisturbed landscape buffer shall be maintained abutting the western border of the property adjacent to the Route 199 and I-64 rights-of-way, including the interstate exit ramp.
1. Outdoor storage of retail goods or other materials shall not be permitted.
2. Rooftop HVAC, electrical and similar utilities shall be screened from view of any street right-of-way, circulation drive, parking area or pedestrian way.
3. Calculation of minimum required parking spaces shall be exclusive of spaces utilized for cart storage uses. Parking areas that are located along public right-of-way frontages shall be appropriately screened/buffered from view using fencing, walls (maximum 42 inches in height), or hedges.
4. In accordance with the provisions of Section 24.1-115(d) of the Zoning Ordinance, significant modifications to this approval as determined by the Zoning Administrator shall require that a new use permit application be submitted for review. Modifications can be administratively approved if the Zoning Administrator determines the modification to be minor.
5. In accordance with Section 24.1-115(b)(7) of the York County Zoning Ordinance, a certified copy of the resolution authorizing this special use permit shall be recorded prior to application for site plan approval at the expense of the applicant in the name of the property owner as grantor in the office of the Clerk of the Circuit Court.

A Copy Teste:

  
Mary Ellen Simmons  
Deputy Clerk

BOARD OF SUPERVISORS  
COUNTY OF YORK  
YORKTOWN, VIRGINIA

Resolution

At a regular meeting of the York County Board of Supervisors held in York Hall, Yorktown, Virginia, on the 16th day of May, 2006:

<u>Present</u>	<u>Vote</u>
Walter C. Zaremba, Chairman	
Kenneth L. Bowman, Vice Chairman	Yea
Sheila S. Noll	Yea
James S. Burgett	Yea
Thomas G. Shepperd, Jr.	Yea

On motion of Mrs. Noll, which carried 5.0, the following resolution was adopted:

A RESOLUTION TO AMEND THE CONDITIONS OF APPROVAL FOR A PREVIOUSLY APPROVED SPECIAL USE PERMIT BY AUTHORIZING MINOR MODIFICATIONS TO THE DESIGN AND LAYOUT OF A PROPOSED RETAIL CENTER – TO BE KNOWN AS “THE MARQUIS” – LOCATED ON PROPERTY AT THE INTERSECTION OF INTER-STATE 64, ROUTE 199 AND WATER COUNTRY PARKWAY

WHEREAS, Premier Properties USA, Inc., received approval on December 20, 2005, of Application No. UP-686-05, which requested authorization to establish a retail center of more than 80,000 square feet on property located at the intersection of Interstate 64, Route 199 and Water Country Parkway and further identified as Assessor’s Parcel No. 11-91 and a portion of Assessor’s Parcel No. 11-4-3; and

WHEREAS, pursuant to Section 24.1-115(d)(2) of the York County Zoning Ordinance, Premier Properties has submitted Application No. UP-703-06, which requests amendment of the conditions of approval set forth in the above-referenced resolution to authorize minor modifications to the conceptual design and layout of the approved retail center;

NOW, THEREFORE, BE IT RESOLVED by the York County Board of Supervisors this the 16th day of May, 2006, that Application No. UP 703-06, be, and it is hereby, approved to amend the conditions of approval set forth in Resolution R05-201(R) by authorizing minor modifications to the conceptual design and layout of the above-described retail center, subject to the following conditions:

1. Modifications to the design and layout of the proposed "Marquis" retail center depicted on the plan titled "The Marquis - York County, Va." Prepared by Landform and dated May 1, 2006 shall be permitted. The ultimate site layout shall include the special pavement treatments in front of the "junior anchor" buildings (curvilinear driveways; wide, landscaped pedestrian areas in front of the buildings with brick or paver inserts; at least three major pedestrian connections between the "junior anchors" and the "town center" area).
2. All other conditions as set forth in Resolution No. R05-201(R) shall remain in full force and effect.
3. In accordance with Section 24.1-115(b)(7) of the York County Zoning Ordinance, a certified copy of the resolution authorizing this Special Use Permit shall be recorded at the expense of the applicant in the name of the property owner as grantor in the office of the Clerk of the Circuit Court.

A Copy Teste:

  
Mary E. Simmons  
Deputy Clerk

BOARD OF SUPERVISORS  
COUNTY OF YORK  
YORKTOWN, VIRGINIA

Resolution

At a regular meeting of the York County Board of Supervisors held in York Hall,  
Yorktown, Virginia, on the 4th day of September, 2007:

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<u>Present</u>	<u>Vote</u>
Thomas G. Shepperd, Jr., Vice Chairman	Yea
Walter C. Zaremba	Yea
Sheila S. Noll	Yea
James S. Burgett	Yea
<u>Absent</u>	
Kenneth L. Bowman, Chairman	

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On motion of Mrs. Noll, which carried 4:0, the following resolution was adopted:

A RESOLUTION TO AMEND THE CONDITIONS OF APPROVAL FOR  
A PREVIOUSLY APPROVED SPECIAL USE PERMIT BY AUTHORIZ-  
ING MINOR MODIFICATIONS TO THE SIZE AND DRIVEWAY  
CONFIGURATION OF 'THE MARQUIS' RETAIL CENTER LOCATED  
ON PROPERTY AT THE INTERSECTION OF INTERSTATE 64,  
ROUTE 199 AND WATER COUNTRY PARKWAY

WHEREAS, Premier Properties USA, Inc., received approval on December 20, 2005 of Application No. UP-686-05, which requested authorization to establish a retail center of more than 80,000 square feet on property located at the intersection of Interstate 64, Route 199 and Water Country Parkway and further identified as Assessor's Parcel No. 11-91 and a portion of Assessor's Parcel No. 11-4-3; and

WHEREAS, pursuant to Section 24.1-115(d)(2) of the York County Zoning Ordinance, the Concept Plan for the center was amended on May 16, 2006 through the adoption of Resolution No. R06-74; and

WHEREAS, Premier Properties has submitted Application No. UP-729-07, which requests amendment of the approvals set forth in the above-referenced resolutions to authorize minor modifications to the conditions pertaining to the maximum size of the center, the number of driveway connections along Marquis Parkway, and its public/private status; and

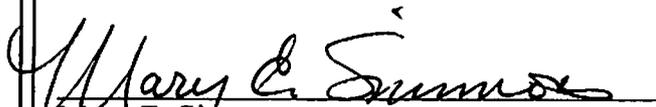
WHEREAS, it has been determined that all of the proposed amendments are minor in nature and, therefore, can be considered under the terms of Section 24.1-115(d)(2) of the Zoning Ordinance;

NOW, THEREFORE, BE IT RESOLVED by the York County Board of Supervisors this the 4th day of September, 2007, that Application No. UP 729-07, be, and it is hereby, approved to amend the conditions of approval set forth in the Resolution Nos. R05-201(R) and R06-74 by authorizing the following minor modifications to the conditions of approval:

1. The maximum allowable size of the retail center shall be 920,000 square feet to consist of a maximum of 849,000 square feet of retail/office space and 71,000 square feet of hotel space.
2. The maximum number of driveway connections on the south side of Marquis Parkway shall be six (6) with said driveways being located and configured as depicted on the plan labeled "The Marquis, Development Plan 6.0 D," dated 11/16/06 and provided further that the access drive serving the loading docks for JC Penney shall be signed/restricted to "Delivery / Service Vehicles Only" and that the parking the access drive and parking area located behind "Major" spaces F, G, H, J and K shall be signed/restricted to "Employee Parking Only."
3. The condition allowing Marquis Parkway to be a private road shall be supplemented by the following provision: *In the event future development plans for The Marquis dictate a public road status for Marquis Parkway, the Marquis developer (or its successors) will be solely responsible for any necessary design and construction modifications.*
4. All other conditions as set forth in Resolution Nos. R05-201(R) and R06-74 shall remain in full force and effect.
5. In accordance with Section 24.1-115(b)(7) of the York County Zoning Ordinance, a certified copy of this Resolution shall be recorded at the expense of the applicant in the name of the property owner as grantor in the office of the Clerk of the Circuit Court.

BE IT FURTHER RESOLVED that this Special Use Permit is severable, and invalidation of any word, phrase, clause, sentence, or paragraph shall not invalidate the remainder.

A Copy Teste:

  
Mary E. Simmons  
Deputy Clerk

PLANNING COMMISSION  
COUNTY OF YORK  
YORKTOWN, VIRGINIA

Resolution

At a regular meeting of the York County Planning Commission held in the Board Room, York Hall, Yorktown, Virginia, on the \_\_\_\_ day of \_\_\_\_\_, 2012:

Present

Vote

Mark B. Suiter, Chair  
Melissa S. Magowan, Vice Chair  
Glenn A. Brazelton  
Timothy D. McCulloch  
Todd H. Mathes  
Richard M. Myer, Jr.

On motion of \_\_\_\_\_, which carried \_\_\_\_, the following resolution was adopted:

A RESOLUTION TO RECOMMEND APPROVAL OF AN APPLICATION FOR A SPECIAL USE PERMIT TO AUTHORIZE A MAJOR AMENDMENT TO A PREVIOUSLY APPROVED RETAIL CENTER OF MORE THAN 80,000 SQUARE FEET AT THE INTERSECTION OF ROUTE 199 AND MARQUIS PARKWAY AND TO AUTHORIZE CONSTRUCTION OF AN AUTOMOBILE FUEL DISPENSING ESTABLISHMENT WITHIN THE RETAIL CENTER

WHEREAS, on December 20, 2005, the York County Board of Supervisors approved Application No. UP-686-05 to authorize a Special Use Permit for the establishment of a retail center of more than 80,000 square feet on property located on the south side of Route 199 in the southeast quadrant of the Interstate 64/Route 199 interchange; and

WHEREAS, pursuant to Section 24.1-115(d)(2) of the York County Zoning Ordinance, the Board amended the conditions of approval for the retail center set forth in Resolution No. R05-201(R) on May 16, 2006 and again on September 4, 2007 through the adoption of Resolution Nos. R06-74(R) and R07-118 respectively; and

WHEREAS, Marquis Williamsburg RE Holding LLC has submitted Application No. UP-833-13, which requests to 1) amend the conditions of approval set forth in the Resolution Nos. R05-201(R), R06-74(R), and R07-118, pursuant to Section 24.1-115(d)(3) of the York County Zoning Ordinance, by authorizing major modifications to

the design and layout of the previously approved retail center located on 127 acres of land at the intersection of Marquis Center Parkway (Route 199) and Marquis Parkway (private) and further identified as Assessor's Parcel Nos. 11-4-3 (300 Whittakers Trace, GPIN H13d-4834-2062), 11-4-4 (100 Marquis Parkway, H13b-3833-3806), 11-4-5 (200 Marquis Parkway, GPIN H13b-3832-3152), 11-4-6 (210 Whittakers Trace, GPIN H13b-3705-2673), 11-4-7 (500 Marquis Parkway, GPIN H13b-4652-2897), 11-4-8 (120 Gristmill Plaza, GPIN H13d-4301-2012), 11-4-9 (100 Gristmill Plaza, GPIN H13d-4030-2029), 11-4-10 (100 Terra Cotta Lane, GPIN H13b-4347-2639), and 11-4-11 (130 Marquis Parkway, GPIN H13b-3822-3722); and 2) authorize the construction of an automobile fuel dispensing establishment, pursuant to Section 24.1-306 of the York County Zoning Ordinance (Category 12, No. 2), on the above-referenced 82-acre parcel of land located at 300 Whittakers Trace and further identified as Assessor's Parcel No. 11-4-3 (GPIN H13d-4834-2062); and

WHEREAS, said application has been forwarded to the York County Planning Commission in accordance with applicable procedure; and

WHEREAS, the Planning Commission has conducted a duly advertised public hearing on this application; and

WHEREAS, the Commission has carefully considered the public comments with respect to this application;

NOW, THEREFORE, BE IT RESOLVED by the York County Planning Commission this the \_\_ day of \_\_\_, 2013, that Application No. UP-833-13, be, and it is hereby, forwarded to the York County Board of Supervisors with a recommendation of approval to 1) amend the conditions of approval set forth in the Resolution Nos. R05-201(R), R06-74(R), and R07-118, pursuant to Section 24.1-115(d)(3) of the York County Zoning Ordinance, by authorizing major modifications to the design and layout of a previously approved retail center of more than 80,000 square feet; and 2) authorize the construction of an automobile fuel dispensing establishment, pursuant to Section 24.1-306 of the York County Zoning Ordinance (Category 12, No. 2); subject to the following conditions:

1. This Special Use Permit shall 1) amend the conditions of approval set forth in the Resolution Nos. R05-201(R) and R06-74(R), pursuant to Section 24.1-115(d)(3) of the York County Zoning Ordinance, by authorizing major modifications to the design and layout of a previously approved retail center of more than 80,000 square feet located on 127 acres of land at the intersection of Marquis Center Parkway (Route 199) and Marquis Parkway (private) and further identified as Assessor's Parcel Nos. 11-4-3 (300 Whittakers Trace, GPIN H13d-4834-2062), 11-4-4 (100 Marquis Parkway, H13b-3833-3806), 11-4-5 (200 Marquis Parkway, GPIN H13b-3832-3152), 11-4-6 (210 Whittakers Trace, GPIN H13b-3705-2673), 11-4-7 (500 Marquis Parkway, GPIN H13b-4652-2897), 11-4-8 (120 Gristmill Plaza, GPIN H13d-4301-2012), 11-4-9 (100 Gristmill Plaza, GPIN H13d-4030-2029), 11-4-10

(100 Terra Cotta Lane, GPIN H13b-4347-2639), and 11-4-11 (130 Marquis Parkway, GPIN H13b-3822-3722); and 2) authorize the construction of an automobile fuel dispensing establishment, pursuant to Section 24.1-306 of the York County Zoning Ordinance (Category 12, No. 2), on the above-referenced 82-acre parcel of land located at 300 Whittakers Trace and further identified as Assessor's Parcel No. 11-4-3 (GPIN H13d-4834-2062).

2. A site plan prepared in accordance with the provisions of Article V of the York County Zoning Ordinance shall be submitted to and approved by the York County Department of Environmental and Development Services, Division of Development and Compliance prior to the commencement of any construction or land clearing activities on the site. Said site plan shall be in substantial conformance with the sketch plan titled "North Pod Master Plan," prepared by VHB and dated August 29, 2013, except as modified herein.
3. The maximum allowable size of the retail center shall be 640,000 square feet of building area.
4. Parking lot layout and design shall comply with all applicable requirements of Section Nos. 24.1-606 and 607 of the Zoning Ordinance including, specifically, the provisions requiring:
  - a. Twenty (20) additional Landscape Credit Units (LCUs) to be earned for every ten (10) parking spaces in excess of the minimum number required by the Zoning Ordinance;
  - b. A maximum of fifteen (15) parking spaces in a row without an intervening landscaped island; and
  - c. The provision of landscaped islands and dividers to provide clear delineation of circulation patterns, guide vehicular traffic, prevent unsafe diagonal movements through the parking lot, break large expanses of pavement into sub-areas, minimize glare and noise, and delineate safe pedestrian routes
5. The automobile fuel dispensing establishment shall have a maximum of twelve (12) fueling positions.
6. All other conditions set forth in Resolution Nos. R05-201(R), R06-74(R), R07-118, and R07-127 shall remain in full force and effect.
7. In accordance with Section 24.1-115(b)(6) of the York County Zoning Ordinance, a certified copy of the resolution authorizing this Special Use Permit shall be recorded at the expense of the applicant in the name of the property owner as grantor in the office of the Clerk of the Circuit Court.

BE IT FURTHER RESOLVED that this Special Use Permit is not severable, and invalidation of any word, phrase, clause, sentence, or paragraph shall invalidate the remainder.