

COUNTY OF YORK

MEMORANDUM

DATE: November 13, 2013 (PC Mtg. 11/13/13)
TO: York County Planning Commission
FROM: Timothy C. Cross, AICP, Principal Planner
SUBJECT: Application No. PD-37-13, Marquis Williamsburg RE Holding LLC

ISSUE

This application is a request to amend the Zoning Map by reclassifying 100.7 acres of an approximately 112.6-acre parcel of land located on the east side of Interstate 64 south of the Route 199 (Marquis Center Parkway) interchange, further identified as Assessor's Parcel No. 11-4-12, from EO (Economic Opportunity) to PDR (Planned Development Residential). The Comprehensive Plan designates this area as Economic Opportunity with a Mixed Use overlay designation.

DESCRIPTION

- Property Owner: Marquis Williamsburg RE Holding LLC
- Location: East side of Interstate 64 south of the Route 199 (Marquis Center Parkway) interchange
- Area: Approximately 112.6 acres
- Frontage: Approximately one mile 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: None
- Surrounding Development:
 - North: The Marquis retail center
 - East: Naval Weapons Station Yorktown
 - South: Interstate 64 Grove interchange ramp

West: Interstate 64; vacant land and Williamsburg Country Club golf course beyond

- Proposed Development: Residential development of 650 homes, including 161 single-family detached units, 189 townhouses, and 300 apartment units

BACKGROUND

The Marquis retail center was originally approved by the Board of Supervisors on December 20, 2005 with the approval of 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. Subsequent approvals increased 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.

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 southeast – 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 as part of Phase 1 (the North Pod) 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. The applicant acquired the project – except the Target parcel, which the Target Corporation purchased from the original developers in 2007 – and has since resolved the legal and financial problems that had plagued the project. The owner is now prepared to move forward with construction. Toward that end, he has submitted a Special Use Permit application to redesign and reconfigure – and allow an auto fuel dispensing facility on – the undeveloped portions of the North Pod (Phase 1), and a second application to rezone most of the South Pod (Phase 2) to authorize a 650-unit residential development consisting of single-family detached homes, townhouses, and rental apartments. The Special Use Permit application, which, if approved, would have the effect of reducing the total allowable building area in Phase 1 (the North Pod) from 920,000 to approximately 640,000 square feet, was considered and recommended for approval by the Planning Commission at its October 9 meeting. The Planned Development application is a separate request, and, although interrelated, neither application is contingent on the other from a zoning standpoint; however, both applications are scheduled to be considered by the Board of Supervisors at its November 19 meeting.

CONSIDERATIONS

1. The purpose of this application, as described in the application materials submitted by the applicant, is to reclassify a large commercially-zoned tract of land that the applicant feels has little or no viability for commercial development to allow residential development that will, in turn, generate a nearby customer base for the existing Marquis retail center, thereby enhancing the attractiveness of that center for additional retailers to locate there and allow the project to be successfully completed. According to the applicant's narrative description, "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 [sic] 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." The narrative further states that the environmental challenges associated with the South Pod – particularly Whiteman Swamp, which runs between the North and South Pods and is protected by heavily wooded Chesapeake Bay Resource Protection Area (RPA) buffer on both sides – effectively isolate the South Pod, rendering it "a cul-de-sac at the end of The Marquis property and, as time has demonstrated, not conducive to commercial and retail uses and ... therefore very unlikely to be developed for those uses."
2. The proposed residential development would occupy an approximately 100.7-acre portion of the 112.6-acre South Pod. Two portions of the subject parcel, with a combined area of 11.9 acres, are contiguous to the North Pod and would continue to be zoned EO. One of these areas is located along the parcel's I-64 frontage, where the developer seeks to maintain the opportunity of having an identification sign for The Marquis center visible from the interstate. Section 24.1-705(f) of the Zoning Ordinance provides an opportunity for a 600-square foot monument sign up to 45 feet in height along I-64 under certain circumstances and subject to federal standards relating to commercial signage along an interstate highway. The second area proposed to remain EO is in the area where the extension of Marquis Parkway, a private street, would cross the fairly sizable swamp and wetland area to provide access to the residential development. Leaving this area zoned EO and incorporating it into the North Pod will ensure that the residential area property owners' association will not be made responsible for the potentially large maintenance cost associated with this crossing. To date the applicant has not specified any proposed commercial uses for the portions of the South Pod proposed to remain zoned EO.
3. The Comprehensive Plan designates the entire area on the east side of the I-64/Route 199 (Marquis Center Parkway) interchange as Economic Opportunity. The Plan also establishes a Mixed Use overlay designation over much of this area extending from the Grove interchange all the way to the Colonial Parkway. As defined in the Comprehensive Plan, the general purpose of the Mixed Use overlay designation is "to create well-designed communities in which people can live, work, and recreate by providing opportunities for a mix of retail, office, and residential uses – and different types of residential uses (i.e., detached, attached, and apartments) – within a single, relatively compact development under a unified, coherent master plan" while

providing “a high degree of physical and functional integration with one another, including extensive pedestrian and bicycle connectivity.” With respect to this specific area, the Plan further states that the overlay designation recognizes “the possibility of a master-planned office/retail/residential corporate campus, either as new development or incorporated into The Marquis center.”

The vast acreage of the Marquis site and the presence of a large, undevelopable wetland area in the center preclude the compactness and integration of land uses necessary for the project to meet the Zoning Ordinance requirements for a mixed-use development. Indeed, as depicted on the proposed Master Plan, the nearest home on the South Pod would be a quarter-mile walk from the nearest commercial use on the North Pod (the proposed discount club store). Although the Marquis is not a mixed-use development, the Mixed Use overlay designation provides an opportunity for residential development to at least be considered as an extension of the existing Marquis retail center, creating a large mixed-use node that combines different housing types with commercial uses in a single development but without some of the specific features required by the PDMU ordinance provisions (e.g., the requirement for some of the residential units to be located above commercial space in the same building; the requirement for residential and commercial construction to proceed concurrently). Accordingly, the applicant is requesting to rezone the subject property from EO to PDR (Planned Development Residential) rather than PDMU (Planned Development-Mixed Use).

4. As depicted on the applicant’s sketch plan, the proposed residential development would consist of up to 650 dwelling units, including 300 rental apartments on 285 acres (gross density, including common open space, of 10.5 units per acre), 189 townhouses on 16.0 acres (11.8 units per acre), and 161 single-family detached homes on 49.7 acres (3.2 units per acre). Approximately 52.0 acres – 51.7% of the total acreage – would be retained as common open and/or recreation space, and the plan also shows a 6.5-acre future elementary school site. Overall, the development would have a gross density of 6.5 units per acre and a net density, excluding common open and recreation space, of 13.4 units per acre. The applicant expects to commence construction in mid-2014, with home sales beginning in early 2015 and concluding within four years thereafter. According to the application materials, single-family detached homes are expected to range in price from \$350,000 to \$450,000, while townhouses are expected to sell in the \$225,000-\$275,000 range. Accordingly, the developer is targeting a relatively affluent segment of the housing market, with household incomes in the \$72,000-\$145,000 range. As stated in the applicant’s fiscal impact analysis,

“The target market for both the Marquis apartments and the for-sale residential properties is composed of retiree, empty nester and dual-income/single-income-no-kids (DINKs and SINKs) households. The residential product will be designed with the attraction of this target market in mind. Proposed amenities would include a clubhouse with a fitness center, a pool, tennis courts, a dog park, walking and biking trails, and a gathering area that will include picnic tables and grills.”

The applicant is proposing that such adult-population amenities be substituted for the County's playground requirement."

- Section 24.1-361(d)(4) of the Zoning Ordinance sets forth a series of dimensional standards for PDR developments that can be specifically modified by the Board of Supervisors – either upwards or downwards – at the time the development is approved. There is no minimum lot size for PDR developments. The developer has indicated that the average lot size would be 4,050 square feet for single-family detached homes in the development and 1,500 square feet for townhouses. Consistent with the applicant's stated intent of designing a housing product that will not be attractive to large numbers of families with children, proposed lot sizes are relatively small compared to other housing developments in the County, including cluster (i.e., open space) subdivisions, for which there is also no minimum lot size set forth in the Zoning Ordinance, as well as Planned Developments. In fact, the single-family lots would be the smallest of any subdivision of single-family detached homes in the County; townhouse lot sizes would be comparable to those in Nelson's Grant (a mixed-use development) and many of those in Smithy Glen.

As noted below, the developer of The Marquis has requested deviations from some of the PDR dimensional standards:

<u>Dimensional Standards</u>	<u>Zoning Ordinance</u>	<u>Applicant's Request</u>
<u>Single-Family Detached</u>		
Minimum Lot Width	45'	45' for at least 95% of the lots; 35' for up to 5% of the lots
Minimum Front Yard Setback	30'	20'
Minimum Rear Yard Setback	None	10'
Minimum Side Yard Setback	None	7.5'
Minimum Distance Between 2 Principal Buildings	20'	15'
Minimum Distance Between Principal or Accessory Building and Common Area	30'	10'
<u>Townhouses</u>		
Minimum Front Yard Setback	30'	20'
Minimum Distance Between 2 Principal Buildings	20'	15'
Minimum Lot Width	20'	20'
<u>Apartments</u>		
Maximum Building Height	40'	75'

The applicant is requesting a reduction in the minimum building separation for both the single-family detached homes and townhouses from twenty feet (20') to fifteen

feet (15'). Building separation has been the subject of some discussion in the County over the years. In 2006 when The Reserve at Williamsburg Planned Development on Mooretown Road was first considered, the developer requested that the minimum separation between principal buildings in the project be reduced from twenty (20) to fifteen (15) feet. The Department of Fire and Life Safety expressed concern that building homes too close to one another would increase the risk that a fire could spread from house to house and therefore recommended that the reduced building separation be allowed only if certain design features – such as the installation of sprinkler systems or use of fire-resistive exterior construction materials where adjacent structures are less than 20 feet apart – were incorporated. At the Board of Supervisors meeting when the application was considered, however, members of the Board expressed concern about allowing any building separation less than twenty feet (20'), and the developer ultimately withdrew the building separation component of the application.

One advantage of the reduced building separation – as long as the same fire and life safety features are utilized – is that it would tend to decrease the homes' attractiveness to households with children and, thereby, potentially reduce the development's impact on school enrollment. The same is true of the proposed reduction in the front yard setback from thirty feet (30') to twenty feet (20'). Generally speaking, families with children prefer to have yards large enough to provide usable outdoor play space. It should also be noted that the presence of wetlands and steep slopes may warrant some additional flexibility to allow the developer to avoid environmentally sensitive areas and maximize the use of those land areas that are more developable. Staff recommends that any reduction in the minimum building separation be contingent on the special fire and life safety features previously noted, and they are included in the proposed resolution.

With regard to the proposed 20-foot front yards, a similar request on the part of the developers of The Reserve at Williamsburg on Mooretown Road was considered by the Commission and the Board of Supervisors earlier this year. At that time staff noted that single-family detached homes with 20-foot front yard setbacks are not permitted anywhere in York County but that there is an age-restricted housing development in neighboring James City County – The Settlement at Powhatan Creek – where such homes have been built. This development includes a mix of townhouses and single-family detached homes and provides for not just 20-foot setbacks but also 10-foot building separations – five feet (5') fewer than proposed for The Marquis. Photos of some of the homes in this development are attached and demonstrate, in staff's opinion, that setbacks can be reduced without sacrificing community aesthetics. It should be noted that unlike the proposed Marquis housing development, The Settlement at Powhatan Creek is an age-restricted community where homeowners do not have children and thus do not need or want large yards to maintain.

The applicant is also requesting a ten-foot (10') reduction in the minimum lot width for up to 5% of the single-family detached homes. According to the applicant, this is to accommodate pie-shaped lots in areas where the road bends; in such instances, the homes would be set further back from the road. Lastly, the applicant is requesting that the maximum building height for residential structures be increased from forty (40) to

75 feet for the apartment buildings. This is not unprecedented; the maximum allowable height in The Reserve at Williamsburg is 69 feet for rental apartments and 72 feet for condominium apartments. Given the apartment buildings' location along I-64, staff does not believe the proposed increase is inappropriate, and it should be noted that under the existing EO zoning, the maximum building height is 75 feet.

6. The open space and recreation area requirements for PDR developments are set forth in Section 24.1-361(e) of the Zoning Ordinance, which requires a minimum of 25% of the total gross area of any PDR development to be reserved as open space designed and improved or maintained for use by those who live or work within the development. In addition, a minimum of 10% of the total gross area of the residential portions of any PDR development must be reserved and developed specifically as a recreation area or areas set aside for the common use of the residents. The required recreation space is considered part of the required 25% open space reservation. Unless otherwise excepted by the Board of Supervisors, a PDR development is required to have a swimming pool, two tennis courts, a playground and picnic facility, a multi-purpose activity field, and pedestrian and bicycle facilities.

According to the sketch plan, the proposed development will far exceed the 25% open space requirement, partly because a significant percentage of the acreage lies within the Chesapeake Bay Resource Protection Area (RPA) and therefore is virtually unbuildable. There also appear to be severe slopes in some areas outside the RPA. According to the sketch plan, slightly over half the property – 51.7% – would be set aside as common open and/or recreation space, and 11.5% of the gross acreage is designated specifically as recreation area.

The proposed recreational amenities, however, are somewhat less extensive than those provided in other large Planned Developments. Specifically, the applicant is proposing to provide a swimming pool that would be for the exclusive use of the apartment residents. In lieu of the required tennis courts (Note: the applicant's mention of tennis courts in the above-cited language from the fiscal impact analysis is apparently unintentional) and playground/picnic area, the applicant proposes to provide a minimum of two (2) "outdoor activity facility areas designed for activities such as community picnic shelters, barbeque grilling areas, horseshoe pits, and the like." Since one picnic facility is already required, the proposal is essentially to substitute a second picnic facility with various amenities for the two tennis courts that would normally be required. The applicant's rationale for this substitution is that playgrounds and tennis courts are not "consistent with the current market demand for residential amenities and such facilities are not attractive to the proposed market population for the residential development at The Marquis."

By comparison, The Villages of Kiln Creek, which is a Planned Development of comparable size (672 dwelling units) that includes single-family detached homes, duplexes, and condominiums, has a clubhouse with a swimming pool and two tennis courts; in addition, the 124-unit condominium section – Eagle Sound – has its own swimming pool specifically for that community. The development also includes a 21-acre school/park site that was voluntarily proffered to the County by the developers as a condition of approval. While no school has been built on the site yet, athletic

facilities have (at public expense). These include a lighted soccer field, lighted baseball field, youth baseball/softball field, two half-basketball courts, a playground area, a small picnic shelter, and a restroom facility. The Coventry Planned Development (including Smithy Glen) has a total of 1,028 dwelling units (single-family detached, townhouses, and duplexes). Recreational amenities include two swimming pools, four tennis courts, a clubhouse, an athletic field, and a picnic shelter for the use of all the residents. In addition, the 15-acre Coventry Elementary School site, voluntarily proffered to the County by the developer, has various athletic facilities – a soccer field, softball field, and playground – that are available to the general public.

While the applicant has correctly noted during discussions with staff that the PD provisions allow the Board to approve alternate recreational amenities (i.e., the “unless otherwise excepted by the Board...” language), the staff must point out that previously approved Planned Developments of comparable size have more closely matched the recreation facilities guidelines than does this proposal, which in turn alleviates some of the recreation demands that would otherwise need to be met by public facilities.

7. With the exception of senior housing proposals, every residential rezoning has an impact on school enrollment that must be quantified and evaluated. In York County, the average housing unit generates approximately 0.48 school student: 0.54 for single-family detached homes, 0.33 for single-family attached homes (i.e., townhouses, duplexes, quadruplexes, etc.), and 0.33 for rental apartments. These per-unit student multipliers have been calculated by staff using student counts obtained from the School Division for a wide range of housing developments throughout the County (see attached charts).

The applicant has provided an alternative set of school enrollment estimates, which are set forth in the fiscal impact analysis and were derived using lower per-unit student multipliers based on the developer’s expressed intent to design the units to be attractive to singles, young professional couples, empty nesters, and retirees rather than to families with children for which the site is also not well-suited, according to the fiscal impact analysis, because of its proximity to the Naval Weapons Station, an Interstate highway ramp, a major retail center, and areas of steep slopes and wetlands. The analysis goes on to state that the proximity to major retail development and to I-64 and Route 199 are attractive features for the proposed development’s target market. Based on these assumptions, the fiscal impact analysis offers an alternative projection of the development’s effect on school enrollment using reduced student multipliers of 0.25 student per unit for the townhouses and 0.037 for the rental apartments.

The applicant’s townhouse multiplier is based on Riverwalk Townes and Nelson’s Grant, which the applicant’s consultant considers to be comparable to units that would be built at The Marquis. The apartment multiplier is based on a sample of four rental apartment complexes on the Peninsula that the applicant considers comparable to the apartments he plans to build at The Marquis. Two are located in Newport News – Park Place in City Center and Styron Square Apartments in Port Warwick – while the

other two – Sterling Manor in High Street and The Pointe in New Town – are located in Williamsburg and James City County respectively. The fiscal impact analysis states that 75% to 95% of the apartments will be one-bedroom apartments; however, this has not been proffered by the applicant. According to the analysis, “It is expected that there would be about 255 1-bedroom units and about 45 2-bedroom units. There will be no 3 or 4-bedroom apartments.” Such a mix of units would have an average of 1.15 bedrooms per unit while the County’s apartment multiplier is based on a sample of apartment complexes with a cumulative average of just under two bedrooms per unit, and staff would agree that a reduction in the apartment multiplier could be warranted. However, the analysis goes on to state “the descriptions cited above are illustrative of the most likely development scenario for the site based on current market conditions. This description is not a binding proffer and the applicant reserves the right to make changes in product mix.” Without a binding proffer, the number of bedrooms per unit is unknown and there is no compelling reason, in staff’s opinion, to apply a reduced multiplier to the apartments.

For the townhouses, staff believes there is some justification for a reduced school multiplier since the units will be smaller than typical townhouses in the County, and smaller townhouses can be expected to attract smaller households. With an average lot size of 1,500 square feet and the minimum setbacks proposed by the applicant, a typical townhouse lot at The Marquis could accommodate a building footprint of up to 900 square feet, whereas a standard townhouse lot in the RMF (Residential Multi-Family) zoning district is required to be at least 1,800 feet in area with dimensional standards that could accommodate a building footprint of up to 1,100 square feet. Accordingly, staff feels it would be appropriate to reduce the townhouse school multiplier by 20% commensurate with the reduced building area, but the effect on estimated enrollment – a total of just thirteen students across thirteen grades – is inconsequential.

For single-family detached units, the applicant’s consultant used the County multiplier of 0.54 student per unit because there are no comparable single-family detached housing developments in the County and data for “a potentially similar development in the region” could not be obtained in a timely manner. The consultant states, however, that the actual school impact could be lower. With 10-foot backyards, 7.5-foot side yards, 20-foot front yards, and an average lot size of 4,050 – which is smaller than in any other subdivision of single-family detached homes in the County – one might expect these homes to be unattractive to large families with children. Unfortunately, as noted by the applicant, there is no comparable development in the County and thus no empirical basis for making this assumption. It is worth noting that the subdivision with the smallest single-family detached lots in the County is Vineyard Heights, where over a third of the houses sit on lots smaller than 4,800 square feet (albeit with larger yards than are proposed at The Marquis) while the average number of students per unit is 0.61, which is above average for single-family detached housing. As the school data in the attached charts shows, small lots in a development do not guarantee that there will not be many school students, nor does the absence of playgrounds. In fact, even in Rainbrook Villas and the Villas at Shady Banks – two “age-targeted” quadruplex developments that are designed and marketed specifically to “active seniors” age 55 and older (no playground equipment allowed)

and were not supposed to generate any school students – there are currently eighteen (18) children attending school in York County. At 0.073 student per unit, this is not a significant school impact; however, the lesson is that house designs, the lack of playgrounds, and marketing strategies are not always an accurate predictor of school enrollment. It should also be noted that with the reduced setbacks requested by the applicant, a 4,050-square foot lot can accommodate two-story house of up to 3,600 square feet.

The comparative school enrollment impacts, using both the County multipliers and the applicant’s alternative multipliers, are shown in Table 1 below:

Comparative School Enrollment Projections – The Marquis South Pod					
Housing Type	Units	County Multipliers		Applicant’s Multipliers	
		Students Per Unit	Students	Students Per Unit	Students
Magruder Elementary					
Single-Family Detached	161	0.22	35	0.23	37
Townhouses	189	0.16	30	0.11	20
Rental Apartments	300	0.16	48	0.02	5
Total	650	0.17	113	0.10	62
Queens Lake Middle					
Single-Family Detached	161	0.14	22	0.13	21
Townhouses	189	0.09	17	0.06	11
Rental Apartments	300	0.08	24	0.01	3
Total	650	0.10	63	0.05	35
Bruton High					
Single-Family Detached	161	0.19	30	0.18	29
Townhouses	189	0.09	17	0.08	16
Rental Apartments	300	0.09	27	0.01	4
Total	650	0.10	74	0.08	49
Grand Totals					
Single-Family Detached	161	0.54	87	0.54	87
Townhouses	189	0.33	64	0.25	47
Rental Apartments	300	0.33	99	0.04	11
Total	650	0.38	250	0.22	145
<i>Notes:</i>					
<i>The proposed mix of unit types has changed since the Fiscal Impact Analysis was prepared; therefore, the applicant’s student estimates shown in this table, which were calculated using the applicant’s multipliers and methodology, are slightly different from – and lower than – the numbers reported in the Fiscal Impact Analysis.</i>					
<i>Figures may not add because of rounding.</i>					

Table 1

The subject property is located in the attendance zones for Magruder Elementary, Queens Lake Middle, and Bruton High. The two secondary schools serve the entire upper County, while the attendance zone for Magruder includes only the area south of Queen Creek. A second elementary school in the upper County – Waller Mill – also feeds into Queens Lake and Bruton. Staff estimates that the proposed development could generate up to 250 school students – 113 at Magruder Elementary School, 63 at Queens Lake Middle School, and 74 at Bruton High School. According to the applicant’s estimates, the project would generate 146 students – 62, 35, and 49 at the elementary, middle, and high school levels respectively.

With a program capacity of 740 students and an Average Daily Membership of 614 students as of September 30, 2013, Magruder can accommodate up to 126 additional students, while Queens Lake and Bruton can accommodate 237 and 458 additional students respectively. At Magruder, however, the program capacity figure overstates the true capacity of the school because it does not reflect classroom utilization. Eight classrooms at Magruder are dedicated to required instructional programs that are beyond the traditional classroom and limit the school's ability to accommodate additional students because these classrooms are not available for grade-level instruction. These programs include Pre-Kindergarten, Special Education, Reading Instruction, Computer Labs, and Art. Pre-kindergarten students are not included in the school enrollment figures. According to the School Division, the proposed housing development would create a need for additional classroom space at Magruder as well as an additional school bus to transport the students. Based on an average classroom size of 22 students, the number of classrooms needed to serve students from the Marquis project ranges from three (using the applicant's estimates) to five (using the County estimates).

Magruder is already above the School Division's established maximum elementary school size of 700 students, so further expansion is not a realistic option, and portable classrooms (trailers) are not considered a viable long-term solution to overcrowding. Any future overcrowding will most likely need to be addressed by shifting the attendance zone boundaries, moving students from Magruder to either Waller Mill, which is already operating at capacity, or, more realistically, to Yorktown Elementary. Currently the Naval Weapons Station residents are divided between Magruder and Yorktown; sending all the elementary school students to Yorktown would free up space for 80 students at Magruder while pushing Yorktown, which is 87 students below capacity, to its maximum capacity, contributing to a projected crowding problem there and possibly accelerating the need for additional capacity. (The Yorktown Elementary attendance zone includes the Nelson's Grant, Yorktown Crescent, and Yorktown Arch projects, which are projected to generate a combined total of 110 elementary school students, as well as another 400 potential dwelling units in developments that are either approved or under review.)¹

To address the need for additional school capacity, the applicant has voluntarily proffered to dedicate a 6.5-acre site on the South Pod for a future elementary school site, which, though smaller than a typical elementary school site in the County, would be comparable to the Bethel Manor Elementary School site located within the Landings at Langley military housing complex. A school in this location would serve the Marquis residential development as well as take pressure off of both Magruder and Yorktown Elementary Schools and likely postpone the need for additional school capacity in the Yorktown attendance zone. This would, of course, require some shifts in the attendance zone boundaries, which would be a decision for the School Board.

¹ To address future crowding at Yorktown Elementary, the School Division has proposed to build a 500-student elementary school on the Yorktown Middle School campus and requested \$18 million be programmed for FY2018 in the Capital Improvements Program (CIP) for this purpose. Because the CIP must be fiscally constrained and the budget model does not project enough funding to accommodate this request, the project was not included in the final adopted CIP

8. Traffic has been one of the major issues surrounding the Marquis ever since the project was first proposed in 2005. Based on the proposed mix of housing types and the equations and methodologies set forth in the Institute of Transportation Engineers' (ITE) *Trip Generation* manual, the proposed housing development on the South Pod can be expected to generate less than half the amount of daily and PM peak-hour traffic than would the approved 200,000-square foot shopping center; the number of AM peak-hour trips, in contrast, would increase by 119 since most stores in shopping centers are not open for business early in the morning and thus do not generate much traffic. Specifically, the proposed mix of housing units would likely generate approximately 4,626 average daily trips, including 357 in the AM peak hour and 445 in the PM peak hour. A 200,000-square foot shopping center, in contrast, could be expected to generate as many as 10,656 daily trips, with 238 in the AM peak hour and 953 in the PM peak hour. All else being equal, the proposed residential development will reduce the Marquis' traffic-generating potential by roughly 6,000 trips per day and 500 in the PM peak hour while increasing it by 80 trips in the AM peak hour

The traffic impact will be further reduced if the pending Special Use Permit application for the North Pod – which would have the effect of reducing the total allowable building area by approximately 30% and allowing a gas station – is approved. Traffic into and out of the development would be expected to decline by another 5,000 trips per day and 250 in the PM peak hour; in the AM peak hour, traffic would likely increase by almost 600 trips, mostly because of the gas station and fast food restaurants.

Traffic projections for both The Marquis North and South Pods under both the *approved* and *proposed* development scenarios are shown in Table 4 below. It should be noted that the actual traffic generated will likely be lower since not all of the projected traffic would be *new* trips. A percentage of these trips would be *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].” However, it should also be noted that the proposed rezoning would leave approximately 12 acres of EO-zoned property on the South Pod for which no uses have yet been identified and therefore no trip generation has been estimated.

Marquis North and South Pod Traffic Projections – Approved and Proposed

Development Scenario	Average Daily Trips	AM Peak Hour Trips	PM Peak Hour Trips
North Pod as approved (920,000-square foot retail center/hotel)*	28,090	628	2,571
North Pod as proposed (638,000-square foot retail center)	23,190	1,166	2,300
South Pod as approved (200,000-square foot shopping center)	10,656	238	953
South Pod as proposed (650 residential units)	4,626	357	445
North and South Pods as approved	38,746	866	3,524
North Pod as approved and South Pod as proposed	32,716	985	3,016
North and South Pods as proposed	27,816	1,523	2,745

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

Table 2

Lastly, it should be noted that some of the trips generated by the proposed housing units will be to and from the commercial development on the North Pod and therefore will have no effect on Route 199 or its intersection with Marquis Parkway. In a large

multi-use development such as the Marquis, a certain percentage of trips will be internally generated, and this is accounted for by applying *internal capture rates*. 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.”² 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).”³ Not only will there be trips between the various commercial uses on the North Pod – which 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 – but there will also be trips between the commercial and residential components of the development. A methodology for computing internal capture rates can be found in the ITE (Institute of Transportation Engineers) *Trip Generation Handbook*. Utilizing this methodology, the applicant’s traffic engineer estimates that the number of additional trips at the Route 199 intersection could drop even further to 26,659 per day and 2,634 in the PM peak hour.

9. Marquis Parkway is a private road extending off of Route 199 (Marquis Center Parkway) and 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.⁴ To minimize intersection delays, the 2007 traffic study set forth a series of recommendations that were implemented with the relocation and redesign of the Marquis Parkway/Route 199 intersection. With three left-turn exit lanes onto southbound Route 199, relocation of the intersection further away from I-64 to avoid conflicts with the Route 199 exit ramp, and construction of a third lane between the Route 199/Marquis Parkway intersection and the I-64 westbound on-ramp/deceleration lane, the intersection is designed to accommodate at least 37,000 trips per day – 2,955 in the PM peak hour and 1,027 in the AM peak hour – while maintaining LOS C, with average delays of approximately 33 seconds at all four (ultimate) legs of the intersection.

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

² Institute of Transportation Engineers, *Trip Generation Handbook: An ITE Recommended Practice*, 2001, 79

³ ITE *Trip Generation*, 79

⁴ 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.

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 expect 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 and, in fact, will very likely have a positive effect since the proposed uses will generate less traffic based on the traffic analyses that have been performed. 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; at most, AM peak-hour traffic is only 55% of 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 preserve the carrying capacity of Route 199.

10. Ideally, a residential development of this size should have at least two means of ingress and egress, but the unusual physical and environmental constraints of this site make it difficult if not impossible to provide a second access to the development. Most of the parcel's road frontage – approximately one mile – is along I-64 and the Grove interchange off-ramp, while the remainder is along Route 199, where a second entrance is precluded by driveway spacing requirements and the proximity of the Marquis Center Parkway (Route 199) off-ramp. In fact, the existing entrance was relocated approximately 400 feet to the north to minimize conflicts with the interstate ramp. The alternative would be a second road crossing of the large wetland area that separates the North and South Pods, which, even if it is environmentally feasible, would be cost-prohibitive.

In cases such as this, where a second ingress/egress cannot be provided, County policy requires the single entrance to be a boulevard-type entrance with a median to make it more likely that one lane of traffic will be open in the event of an accident or emergency. Boulevard streets should extend as far into the development as the first cross street, which, in this case, would be the first street into the townhouse section. The sketch plan depicts a cross-section for Marquis Parkway, between the entrance to the residential area and the boundary line between the townhouse section and the single-family detached section, with two wide travel lanes fifteen feet (15') in width (vs. the standard 11 to 12 feet), a 5-foot sidewalk along one side, and a four-foot (4')

center median with median breaks at all street intersections and every three hundred feet (300'). Staff has proposed a condition of approval to require four-foot (4') shoulder bike lanes on both sides of Marquis Parkway (i.e., delineate the outer 4 feet of the 15-foot travel lanes as shoulder bike lanes), consistent with Section 24.1-361(f) of the Zoning Ordinance, which requires the entire development to "be served by safe and convenient pedestrian and bicycle facilities which form a logical circulation system and have connections to planned or anticipated facilities outside the development."

11. As required by the Zoning Ordinance for Planned Development applications, the applicant has submitted a fiscal impact analysis that seeks to quantify the impact of the project on County expenditures and revenues. According to the analysis, the revenues (excluding one-time fees, such as building permits, and utility enterprise system fees) generated by the residential development during the first ten years are estimated to exceed the additional County expenditures by a total of \$5.5 million, with an annual surplus cash flow of approximately \$850,000 thereafter.

It should be noted that the applicant's estimate of school-related costs is based on the lower school multipliers calculated by the applicant's consultant. School costs represent 40% of the total estimated public service costs associated with the residential development, so any unrealistically low school enrollment projections will create an unrealistically positive fiscal projection. Also, the applicant's analysis appears to fail to account for school construction annual debt service costs, which (based on an historical average) would diminish the net positive projection to approximately \$720,000.

This fiscal impact analysis is based on the assumption of a four-year absorption period for the development, which would mean about 88 of the for-sale units would be built and sold each year, beginning in early 2015. For the 300-unit apartment complex, the applicant expects to complete construction in mid-2015 and to have the complex fully leased within nine (9) months thereafter. This may be an unrealistically ambitious schedule, in staff's opinion, given that over the past six years, the number of new housing units built in the upper County has averaged 80 units per year. While housing construction has been slowed by the economic downturn that began in 2008, even in the six-year period prior to 2008, during which two age-restricted rental apartment complexes – the 120-unit Verena apartments on Mooretown Road and the 100-unit Heritage Commons project on Commons Way – were built, upper County housing construction averaged only 94 units per year.

12. The subject parcel is located to the west of and adjacent to Naval Weapons Station Yorktown. In accordance with Section 15.2-2204.D of the Code of Virginia, staff sent Captain Crow, Commanding Officer of the Naval Weapons Station, written notice of this application and the opportunity to submit comments or recommendations. The Navy's comments are included in the attached letter from Captain Crow dated October 9. As the Commission will recall, during the extensive discussion and deliberations concerning the Mixed Use overlay designation in this area that took place as part of the recently completed Comprehensive Plan review and update, the Navy expressed strong concerns about the possibility of residential, commercial, or

mixed-use development on the north side of Route 199 while indicating that it had no such concerns on the south side of Route 199 where the subject property is located. Consistent with this position, the letter states that the Navy does not object to the proposed development; however, it also raises concerns about the property's proximity to the Explosive Ordnance Disposal (EOD) range and an existing pistol range, both of which that high levels of noise at the project site that "typically generate complaints from residents and others engaged in noise sensitive land uses." The letter also states that a potential rifle range next to the pistol range is "undergoing environmental study" and suggests that consideration be given to "alternative site plans and project designs that account for [these] noise impacts and enhance residential use and enjoyment of the property."

RECOMMENDATION

Past financial and legal difficulties, combined with the economic downturn that began in 2008, have prevented The Marquis from fulfilling its potential as a major regional retail attraction and revenue generator for the County. In addition, the various environmental and physical constraints of the site make it a particularly challenging piece of property to develop. According to the developer based on his discussions with various prospective commercial tenants, the lack of housing units in the general vicinity represents yet another constraint that has hindered his efforts to attract additional retailers to locate at The Marquis. The expressed intent of national retailers to locate at The Marquis, contingent on the proposed residential development, is an encouraging sign for the future of this project and represents an opportunity for the Marquis to become the regional shopping destination that was envisioned when the project was first proposed and approved.

There is, of course, a risk associated with this strategy. Although the Comprehensive Plan's vision of this area as one where mixtures of housing types can be compatible with large-scale commercial development provides an opportunity for residential development to be considered, what is being proposed is not a mixed-use development and therefore is not subject to the commercial and residential sequencing requirements that would be applicable to a PDMU (Planned Development-Mixed Use) development. It is conceivable that the residential project might be approved and that the national club discount store and/or other commercial prospects decide not to locate at The Marquis. Of course, the PDMU sequencing provisions are intended to ensure that a favorable balance of commercial and residential uses in a project exists throughout the development process, and with just the commercial development that is currently in place, The Marquis has far more commercial space than would be needed under the PDMU provisions to offset 650 housing units. With almost 400,000 square feet of commercial space, The Marquis already greatly exceeds the minimum guideline of 800 square feet per acre, while the addition of 650 housing units is well below the one thousand-unit maximum that would be allowed currently (based on the PDMU guideline that there should be no more than one dwelling unit for every 400 square feet of non-residential floor area) and less than half the 1,600-unit maximum guideline that would apply with the planned 640,000-square foot commercial build-out of the project. In other words, if The Marquis North and South Pods as proposed were viewed as a very large mixed-use development, the

ratio of commercial to residential development would be highly favorable and well in excess of the guidelines set forth in the PDMU provisions.

As the Commission will recall, there was considerable discussion of the mixed-use concept during the recently completed Comprehensive Plan review and update, and concerns were expressed about permitting residential development in commercially zoned areas under the guise of creating residential demand to support existing commercial uses as part of a mixed-use development strategy. The Marquis, however, is a unique case involving an extremely constrained site and a highly unusual set of circumstances where an exception could be warranted. Moreover, a single developer owns the entire project and therefore has a vested interest in seeing that both of them are successfully developed. If this application is approved, staff does not believe it should be considered as setting a precedent for other residential rezonings in commercial areas.

The impacts of the proposed 650-unit development on County services and infrastructure must also be considered. In terms of traffic, the impact is positive since the development is expected to generate much less traffic than the approved 200,000-square foot shopping center. The fiscal impacts are also positive, according to the applicant's fiscal impact analysis. Staff is concerned, however, that the analysis understates the likely impact of the project on school enrollment, and although none of the three schools that would serve the development is currently overcrowded, the project will contribute to future elementary school crowding problems in the school system. In its review of this application, the School Division has noted that Magruder Elementary School does not have capacity to accommodate students from the proposed development. In response to these concerns, the applicant has made a good-faith effort to help mitigate the school impact by voluntarily proffering to dedicate a school site that, when developed, will address a looming capacity deficiency at the elementary school level.

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. PC13-27.

TCC

Attachments:

- Zoning Map
- Narrative Description
- Applicant's Proposed Recreational Facilities
- Proffer Statement
- Approved Overall (North and South Pods) Master Plan
- Proposed Overall (North and South Pods) Master Plan
- Approved Phase 2 (South Pod) Concept Plan
- Proposed Phase 2 (South Pod) Concept Plan
- Community Impact Analysis
- Fiscal Impact Analysis
- Traffic Impact Analysis

York County Planning Commission

November 13, 2013

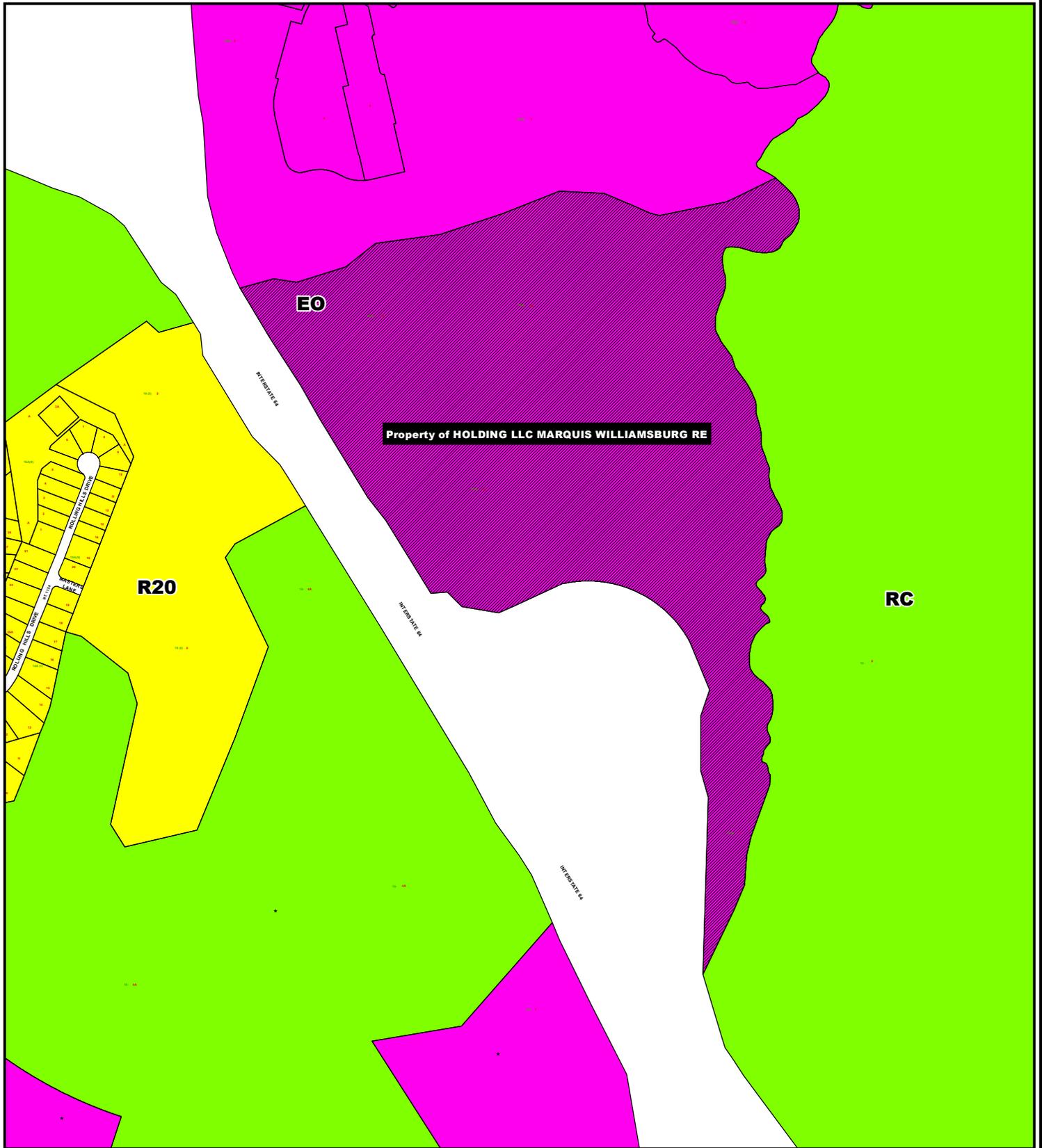
Page 18

- School Students per Housing Unit charts (3)
- The Settlement at Powhatan Creek photos
- Letter from Captain L. D. Crow, Commanding Officer, U.S. Naval Weapons Station Yorktown, dated October 9, 2013
- Proposed Resolution No. PC13-27

APPLICANT
Marquis Williamsburg RE Holding LLC
Rezone 113 acres from EO to PDR
900 MARQUIS PKY

ZONING MAP

APPLICATION NUMBER: PD-37-13



★ = Conditional Zoning



Printed on October 08, 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.

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.



THE MARQUIS
York County Application PD-37-13
Proposed PDR Recreational Facilities in Accordance with York County Code §24.1-361(e)

Applicant Comments below in RED:

(3) Unless otherwise excepted by the board, recreation areas shall be provided in accordance with the following standards and such others as the board deems appropriate:

a. The recreation area reserved shall be in one centrally located contiguous parcel and be suitable to accommodate a combination of active and passive recreational activities appropriate for the residents of the development. However, depending upon the size and scope of the development, recreation areas may be set aside in two or more parcels in order to improve the accessibility of such recreation areas from all housing units in the development.

-Requirement met

b. The recreation area shall be easily and safely accessible by pedestrians and bicyclists from all areas of the development to be served, shall have good ingress and egress, including separate pedestrian and bicycle accommodations, and shall have adequate frontage on a platted road; however, no platted road shall traverse the recreation area.

-Requirement met

c. The recreation area reserved shall be located so that essential utilities including water, public sewage, and power will be easily accessible to serve planned and potential future recreational facility development.

-Requirement met

d. The recreation area shall be free of fuel, power, or other transmission lines and rights-of-way.

-Requirement met

e. At a minimum and unless the market orientation (as evidenced by restrictive covenants or other document deemed sufficient by the board) clearly dictates otherwise, the following "core recreation facilities" shall be constructed:

1. Swimming pool: to be configured to permit both recreational and competitive (25 or 50 meters in length, minimum depth of 1.25 meters in lanes) swimming with associated restroom facilities, deck area, and adjacent fenced-in grassy open space usable for sunbathing, volleyball, etc. The minimum size of the required swimming pool shall be related to the number of dwelling units in the development proposal as set forth in the table below:

DWELLING UNITS	WATER SURFACE AREA	FENCED-IN GRASSY OPEN SPACE	PARKING SPACES
200-399	3,500 ft ²	17,500 ft ²	30
400-599	4,000 ft ²	22,500 ft ²	35
600-799	4,500 ft ²	27,500 ft ²	40
800-999	5,000 ft ²	32,500 ft ²	45

1,000+	5,000 ft ² plus 5 ft ² /dwelling unit in excess of 999	32,500 ft ² plus 30 ft ² /dwelling unit in excess of 999	45 plus 1 space/15 dwelling units in excess of 999
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-The Applicant proposes a pool to be located on the Apartment Parcel as identified on the Master Plan. Consistent with the current market for residential amenities, rather than a competition pool, the Applicant requests the flexibility to include a resort-style or lap pool.

2. Tennis courts: two (2), all-weather hard surface, fenced and color coated.

-Applicant proposes alternative recreational facilities. See section (f) below

3. Playground and picnic facility: combined facility

-Applicant proposes alternative recreational facilities. See section (f) below.

4. Multi-purpose activity field: open grassy area, minimum one (1) acre, generally rectangular in shape, graded on a true plane at one to two percent (1-2%)

-Applicant proposes to meet this requirement.

5. Pedestrian and bicycle facilities which provide safe and convenient circulation to the recreation area from throughout the community and including appropriate bicycle parking accommodations.

-Applicant proposes to meet this requirement.

f. Other recreational facilities offering the same or greater recreational and fitness value may be proposed in lieu of the above.

-The Applicant does not feel that typical playgrounds and tennis courts are consistent with the current market demand for residential amenities and such facilities are not attractive to the proposed market population for the residential development at The Marquis. Accordingly, in lieu of such facilities the Applicant proposes the following:

-A minimum of two (2) outdoor activity facility areas designed for activities such as community picnic shelters, barbeque grilling areas, horseshoe pits, and the like.

THE MARQUIS – SOUTH PARCEL (GPIN: I13c-0012-1173)
PDR REZONING
PROFFERS

THESE PROFFERS are made this ___ day of November, 2013 by and among **MARQUIS WILLIAMSBURG RE HOLDING LLC**, a Delaware liability company, and or its successors and assignees (collectively the “Marquis”) (to be indexed as grantor) and the **COUNTY OF YORK, VIRGINIA**, a political subdivision of the commonwealth of Virginia (“County”) (to be indexed as grantee).

RECITALS

R-1. Marquis is the owner of certain real property (the “Property”) located within the territorial confines of the County, shown and depicted as “Parcel 12” on the attached exhibit plat entitled, “SUBDIVISION OF THE PROPERTY OF MARQUIS WILLIAMSBURG RE HOLDING LLC” dated January 6, 2012, prepared by Vanasse Hangen Brustlin, Inc., and recorded on January 19, 2012 as Instrument No. 1200001012 in the Circuit Court Clerk’s Office for the County (the “Exhibit Plat”), attached hereto and made part hereof as **Exhibit A**.

R-2. Marquis has filed an application (the “Application”) requesting that the zoning of the Property be changed from EO – Economic Opportunity to PDR – Planned Development Residential with proffers as described in Section 24.1-362 of the County’s zoning ordinance in effect on the date hereof (the “Zoning Ordinance”) in order to permit the construction of a residential community on the Property. A master plan of development (the “Master Plan”) entitled “Master Plan” dated September 30, 2013, prepared by Vanasse Hangen Brustlin, has been submitted to the County Planning Division for review by the County in connection with the Application. The Master Plan is on file with the Office of the County Planning Division.

R-3. The provisions of the Zoning Ordinance may be deemed inadequate for protecting and enhancing orderly development of the Property. Accordingly, Marquis, in furtherance of the Application, desires to proffer certain conditions which are limited solely to those set forth herein in addition to the regulations provided for by the Zoning Ordinance for the protection of the community 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 the County Zoning Ordinance.

R-5. The County constitutes a high-growth locality as defined by Section 15.2-2298 of the Virginia Code.

NOW, THEREFORE, for and in consideration of the approval by the County of the Application and pursuant to Section 15.2-2296, et seq., of the Virginia Code and the County Zoning Ordinance, Marquis hereby agrees that if the Application is approved and the Board of Supervisors of the County rezones the Property from EO-Economic Opportunity to PDR – Planned Development Residential with proffers, then any subsequent development of the Property shall be in conformance with the following proffers:

PROFFERS:

1. Plan of Development. The Property shall be developed generally in accordance with the Master Plan and the supplementary concept plan dated November 8, 2013 and depicting a school site. The Master Plan is a conceptual plan for proposed development on the Property and provides only for the general location of buildings, proposed streets, parking, drainage facilities, landscaping, areas of open space, and buffer areas. Deviations from the Master Plan shall be allowed in accordance with the provisions of the Zoning Ordinance and the Virginia Code, specifically including Virginia Code Section 15.2-2302.
2. Property Owners Association(s). If any individual dwelling unit on the Property is to be offered for sale separate from the rest, then one or more property owners associations and/or condominium unit owners associations shall be established pursuant to and in accordance with the Virginia Property Owners Association Act, Section 55-508 et seq., of the Virginia Code or the Virginia Condominium Act, Section 55-79.39 et seq., of the Virginia Code, as applicable (hereinafter, each association shall be referred to as and "Owners Association"), in which all owners of residential lots, units and parcels within the Property shall be members of at least one of such Owners Associations(s) by virtue of their property ownership. The articles of incorporation and bylaws of each such Owners Association and declaration of covenants enforceable by each Owners Association (collectively the "Governing Documents") shall be submitted to and reviewed by the County Attorney for consistency with this proffer and the requirements of Section 24.1- 497 and Section 24.1-498 of the Zoning Ordinance prior to sale of any individual dwelling unit.
3. Residential Units. There shall be no more than six-hundred fifty (650) dwelling units constructed on the Property. Dwelling units constructed on the Property may consist of single-family detached, single-family attached, and multifamily units. Marquis shall be permitted to adjust the specific number of each unit type in its sole discretion, however, there shall be no more than one-hundred sixty-one (161) single-family detached residential units constructed on the Property.
4. Recreation Facilities. Recreation facilities shall be developed on the Property in accordance with the Zoning Ordinance.
5. Public Site for Elementary School.
 - a. In consideration of any school impacts generated by this project, upon request by the County Administrator, the portion of the Property shown on the Master Plan as being designated for "Future Public Elementary School Site" and containing 6.5 +/- acres (the "Elementary School Property") shall be conveyed to the County, without consideration, restricted in use only as a public elementary school site or other governmental public use compatible with the residential character of the development, with the exception of a lighted sports facility. The precise configuration of the Elementary School Property shall be subject to such minor adjustments as may be agreeable to Marquis and the County Administrator in consultation with the School Division and any such adjustment must be completed prior to the final County approval of site or subdivision plans for any phase of the residential development on the Property. Marquis reserves the right to impose and maintain certain easements over and upon the Elementary School Property as deemed necessary to serve the remainder of the Property, provided such easements are not detrimental to the County's ability to use the Elementary School Property for its intended purpose. Platting and conveyance of the Elementary School Property to the County shall be accomplished by Marquis prior to the issuance of the first residential unit building permit on the Property. Until such time as the

Elementary School Property is conveyed to the County and developed for the use prescribed hereunder, it shall be maintained in its natural state or as Marquis deems appropriate.

b. In the event the County determines at some future date that the school capacity impacts of this development can best be met at some other site, the County may: 1) use the Elementary School Property for some other governmental public purpose, subject to prior written approval by Marquis of such public purpose; or 2) sell the Elementary School Property and use the proceeds for such purposes as it deems appropriate. Marquis reserves the right to convey the Elementary School Property to the County subject to a deed restriction: i) preventing residential development for a period of ten (10) years from the date of conveyance to the County, or until after the issuance of the last Certificate of Occupancy for a single-family detached or townhouse dwelling, whichever occurs first, and ii) indefinitely preventing development for rental apartments.

c. In the event the County decides to sell the Elementary School Property pursuant to the terms herein, Marquis reserves the right of first refusal (the "Right of First Refusal"), which shall be exercised as follows. Upon receipt by the County of a written offer to purchase the Elementary School Property, which the County Board of Supervisors by majority vote in a duly convened meeting elects in its sole discretion to accept, the County shall, within 15 days, provide Marquis with a copy of such written offer, and within 15 days of receipt of the copy of the offer, Marquis shall deliver to the County Administrator a written notice stating whether it intends to exercise its Right of First Refusal. A failure to deliver such notice to the County Administrator within 15 days shall constitute a waiver by Marquis of its Right of First Refusal. In the event Marquis shall elect to exercise its Right of First Refusal, then thereafter Marquis shall purchase the Elementary School Property in strict accordance with the economic terms and conditions of said offer. A default by Marquis of its obligation to purchase the Elementary School Property shall constitute a waiver by Marquis of its Right of First Refusal, and the County shall then have the right to sell the Elementary School Property to the offeror pursuant to the terms of said offer. In the event the sale by the County to the offeror shall not be consummated, then Marquis shall have a Right of First Refusal on any subsequent offer to purchase the Elementary School Property, as specified in this paragraph. Notices to Marquis shall be sent by first class mail, or hand delivered, to the current address for Marquis, or for its successor in interest, on file with the office of the Real Estate Assessor for the County.

d. Marquis may propose, and the County shall not unreasonably withhold approval for, the use of parts of the Elementary School Property for construction, at Marquis' expense, of an athletic field or fields or other recreation areas with the intention of meeting some of the recreation space and amenity obligations stipulated in York County Code § 24.1-361(e).

6. Pedestrian Connections to Adjacent Properties. Owner shall provide a pedestrian connection between the Property and the adjacent Marquis commercial development. Such connection shall be shown on the development plans for the Property.

7. Subdivision. The Property may be subdivided as shown on the attached Exhibit Plat in accordance with the County's Subdivision Ordinance prior to final site plan approval for development of the Property. The resulting subdivided parcels may be developed at different times pursuant to different site plans, therefore all private streets or access ways serving more than one property owner will be subjected to one or more maintenance agreements which

establish a mechanism for sharing the cost of maintenance of the private street or access way among such property owners.

8. Successors and Assigns. These Proffers shall run with the title to the Property and shall be binding on the parties hereto and their respective successors and assigns; provided, however once a party ceases to own any portion of the Property, such party shall have no continuing liability hereunder.

9. Severability. In the event that any clause, sentence, paragraph, subparagraph, section or subsection of these Proffers shall be judged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or 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, subparagraph, section, subsection or provision 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, subparagraph, section, subsection or provision hereof.

10. Headings. All paragraph and subparagraph headings of the Proffers herein are for convenience only and are not part of these Proffers.

11. Conflicts. In the event that there is any conflict between these Proffers and the Zoning Ordinance, the conflict shall be resolved by the County's Zoning Administrator subject to the appeal process to the Board of Zoning Appeals and the Courts as otherwise provided by law.

12. Void if Application not Approved. In the event that the Application is not approved by the County or is overturned by subsequent judicial determination, these Proffers and the Master Plan shall be null and void.

13. Incorporation of Recitals. The Recitals set forth above shall be included and read as part of these Proffers and are incorporated herein by reference.

[SIGNATURES LOCATED ON FOLLOWING PAGES]

[SIGNATURE PAGE TO PROFFERS]

WITNESS the following signatures, thereunto duly authorized:

MARQUIS WILLIAMSBURG RE HOLDING LLC,
a Delaware limited liability company

By: _____

Print Name: _____

Title: _____

STATE OF _____

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 2013
by _____ as _____ of Marquis Williamsburg RE
Holding LLC, a Delaware limited liability company.

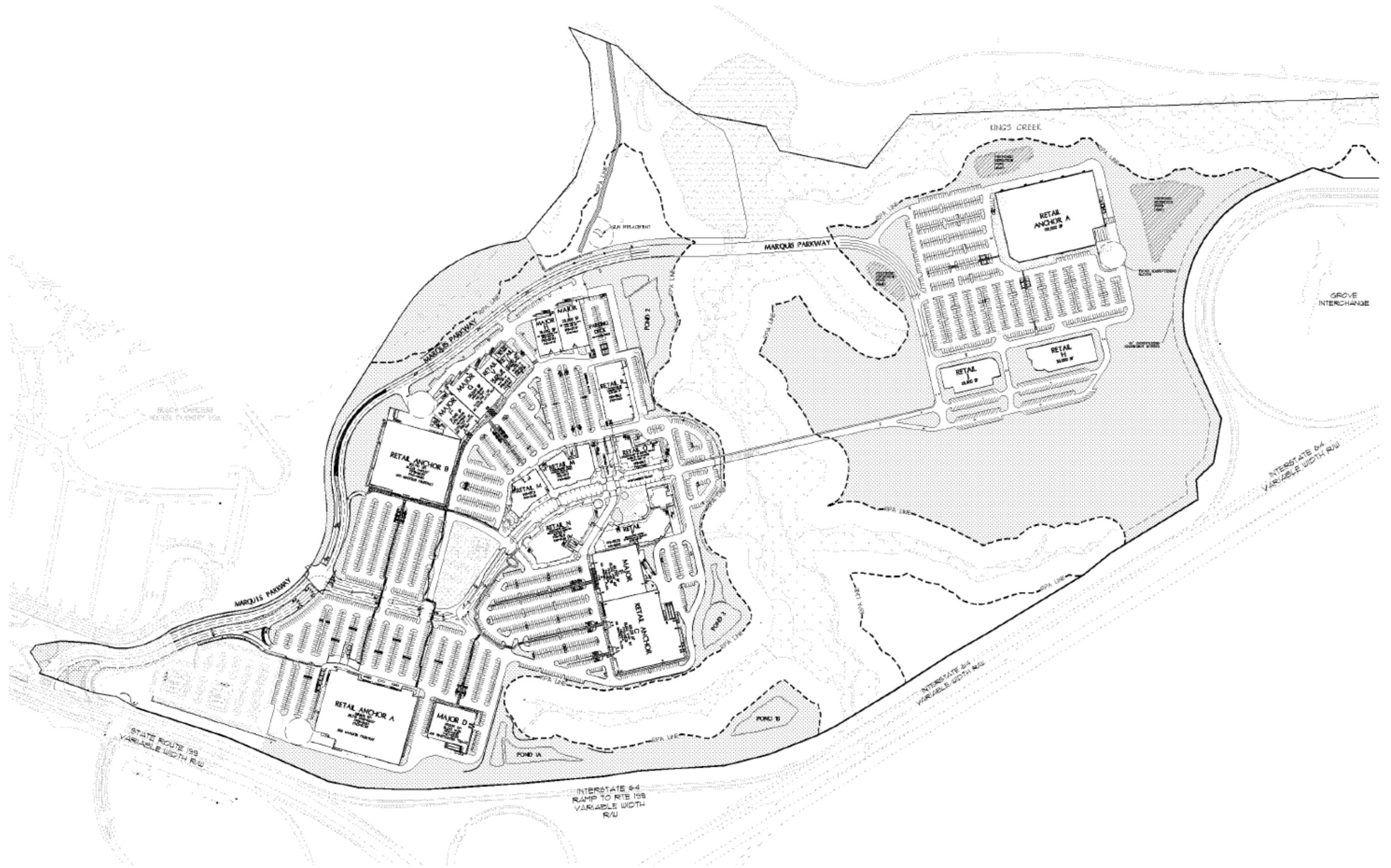
NOTARY PUBLIC

My commission expires: _____

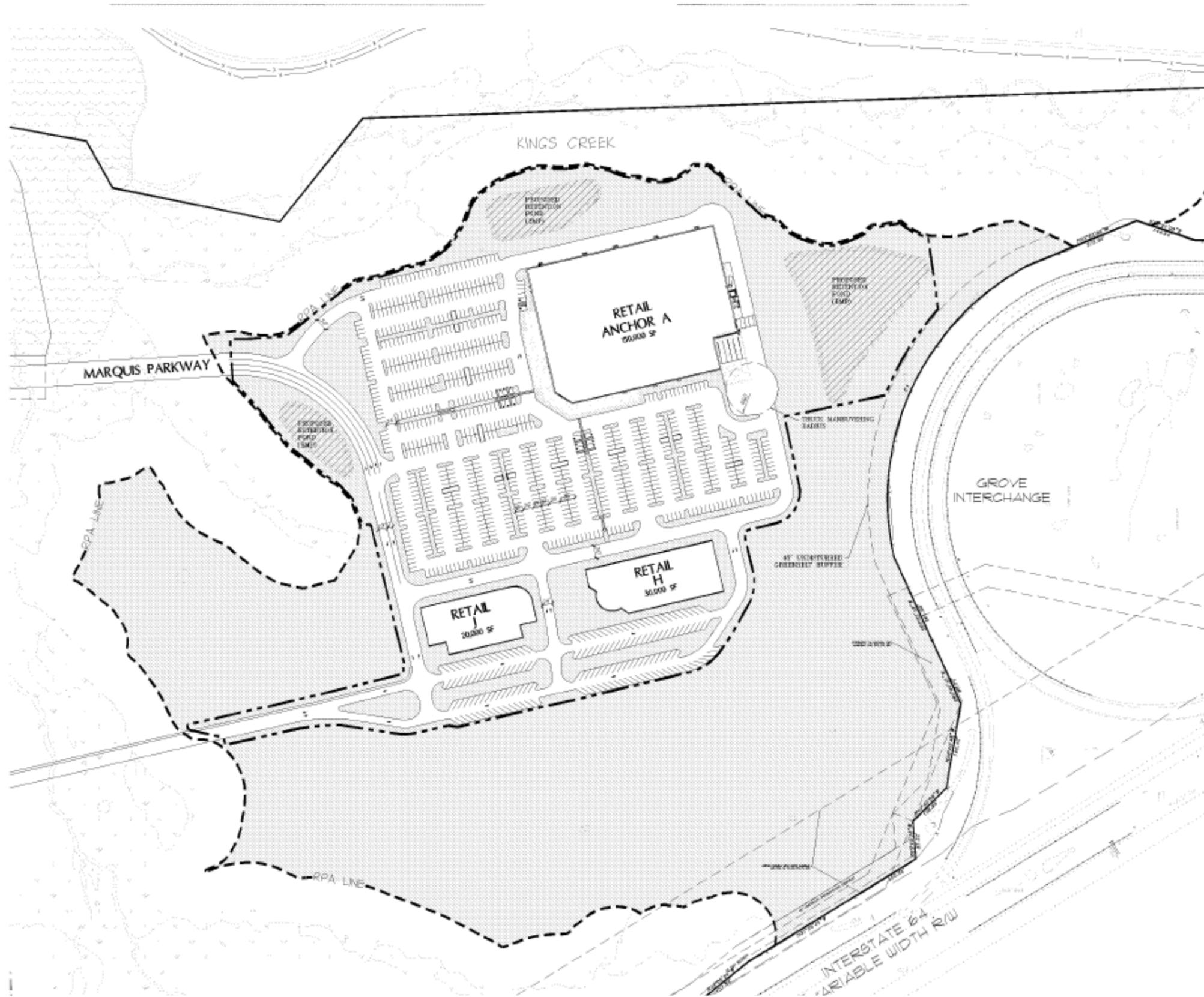
Registration No.: _____

EXHIBIT A

[INSERT EXHIBIT PLAT]



Approved Overall Master Plan



Approved South Pod Concept Plan - 2007



P:\33510\00\CAD\1\0\CONCEPTS\MASTER-PLAN\33510-00-MARQUIS-MASTER-PLAN_BASE-REV-13-1111
 Saved Tuesday, November 12, 2013 11:28:11 AM CORSEDRHE Plotted Tuesday, November 12, 2013 11:29:19 AM Orosome, Christopher

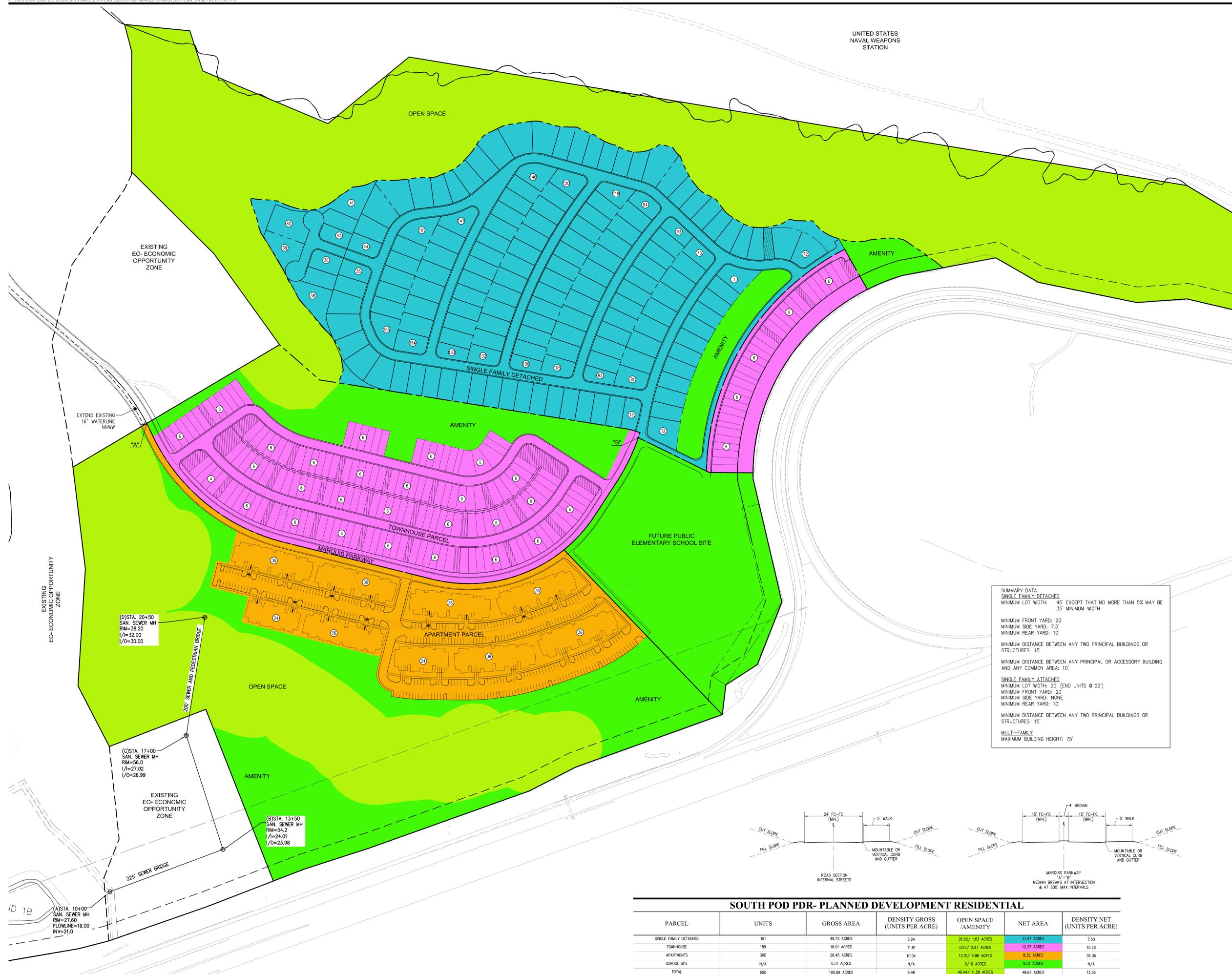
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 NAVAL WEAPONS
 STATION



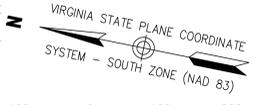
Vanasse Hangen Brustlin, Inc.

Transportation
 Land Development
 Environmental Services

351 McLaws Circle, Suite 3
 Williamsburg, Virginia 23185
 757.220.0500 • FAX 757.220.8544



SUMMARY DATA
SINGLE FAMILY DETACHED
 MINIMUM LOT WIDTH: 45' EXCEPT THAT NO MORE THAN 5% MAY BE 35' MINIMUM WIDTH
 MINIMUM FRONT YARD: 20'
 MINIMUM SIDE YARD: 7.5'
 MINIMUM REAR YARD: 10'
 MINIMUM DISTANCE BETWEEN ANY TWO PRINCIPAL BUILDINGS OR STRUCTURES: 15'
 MINIMUM DISTANCE BETWEEN ANY PRINCIPAL OR ACCESSORY BUILDING AND ANY COMMON AREA: 10'
SINGLE FAMILY ATTACHED
 MINIMUM LOT WIDTH: 20' (END UNITS @ 22')
 MINIMUM FRONT YARD: 20'
 MINIMUM SIDE YARD: NONE
 MINIMUM REAR YARD: 10'
 MINIMUM DISTANCE BETWEEN ANY TWO PRINCIPAL BUILDINGS OR STRUCTURES: 15'
MULTI-FAMILY
 MAXIMUM BUILDING HEIGHT: 75'



No.	Revision	Date	Appr'd

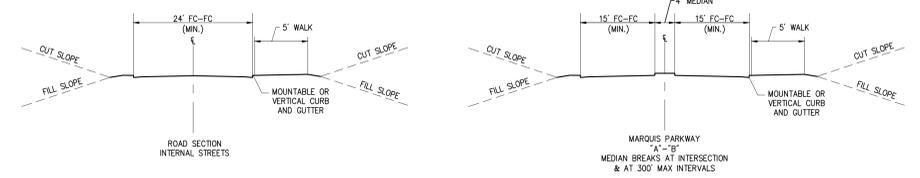
Designed by _____ Drawn by _____ Checked by _____
 CAD checked by _____ Approved by _____
 Scale: **1"=100'** Date: Nov. 12, 2013
 Project Title: _____

The Marquis

Marquis Parkway
 York County Virginia
 Issued for _____

Not Approved for Construction

**South Pod
 Concept Plan**

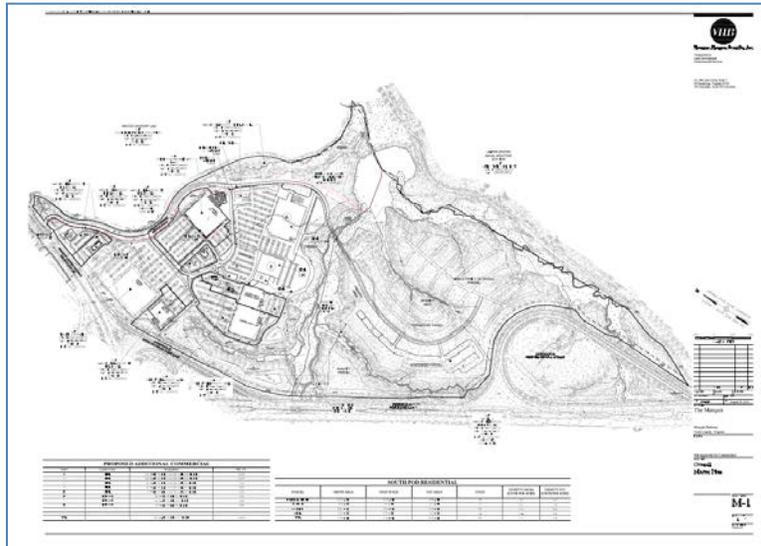


SOUTH POD PDR- PLANNED DEVELOPMENT RESIDENTIAL

PARCEL	UNITS	GROSS AREA	DENSITY GROSS (UNITS PER ACRE)	OPEN SPACE / AMENITY	NET AREA	DENSITY NET (UNITS PER ACRE)
SINGLE FAMILY DETACHED	161	49.72 ACRES	3.24	26.62 / 1.63 ACRES	21.47 ACRES	7.50
TOWNHOUSE	189	16.01 ACRES	11.81	0.67 / 2.97 ACRES	12.37 ACRES	15.28
APARTMENTS	300	28.45 ACRES	10.54	13.15 / 6.98 ACRES	8.32 ACRES	36.08
SCHOOL SITE	N/A	6.51 ACRES	N/A	0 / 0 ACRES	6.51 ACRES	N/A
TOTAL	650	100.69 ACRES	6.46	40.44 / 11.58 ACRES	48.67 ACRES	13.36

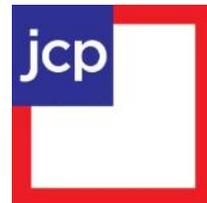
Community Impact Statement for PDR Rezoning of The Marquis South Pod

September 2013



TARGET

KOHL'S
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Submitted on behalf of:
Marquis Williamsburg RE Holding LLC
c/o Gregory R. Davis, Esq.
Kaufman and Canoles, P.C.
P.O. Box 6000
Williamsburg, VA 23188
(757) 259-3800

Prepared By:

VHB *Vanasse Hangen Brustlin, Inc.*

**KAUFMAN &
CANOLES**
attorneys at law

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- *Fiscal Impact Analysis*

I. INTRODUCTION

On behalf of Marquis Williamsburg RE Holding LLC, Gregory R. Davis of Kaufman & Canoles, P.C. is requesting a rezoning of the Marquis South Pod 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. The subject property is comprised of the 112.6± acre South Pod of the Marquis located in the Magisterial District No. 1 of York County. The site is bounded by Interstate 64 to the south, Route 199 to the west, Water County to the north, and the Yorktown Naval Weapons Station to the east. The property is currently zoned EO- Economic Opportunity and is designated as Economic Opportunity with a Mixed Use Overlay by the County's new 2035 Comprehensive Plan adopted by the Board of Supervisors in September 2013. The rezoning and accompanying Master Plan propose a total of 650 residential units consisting of apartments, townhouses and single family detached homes on the 112.6± acre South Pod to be developed in conjunction with additional commercial development proposed for the North Pod as detailed in the companion SUP application submitted herewith.

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 pertinent planning issues affecting the property while describing the probable effects of the proposed development upon existing public facilities and services, the surrounding community and the rest of York County. Due to the nature of this project and the prior extensive review of this site and materials provided through past development plans, some of the analysis provided with this application is constructed as a comparison (rather than a completely new analysis) to currently approved development plans and proposed impacts for ease of review.

II. THE PROJECT TEAM

The following organizations are involved in the planning and development of this project.

- Owner: Marquis Williamsburg RE Holding LLC – Dallas, TX
- Legal Counsel: Kaufman & Canoles, P.C. – Williamsburg, VA
- Land Planning & Engineering: Vanasse Hangen Brustlin, Inc. – Williamsburg, VA
- Traffic Planner: Vanasse Hangen Brustlin, Inc. – Williamsburg, VA
- Fiscal Analysis: Ted Figura Consulting – Asheville, NC

Key components of this Community Impact Statement are:

- Planning Considerations and Project Description
- Analysis of Impacts to Public Facilities and Services
- Traffic Study
- Fiscal Impact Analysis

III. PLANNING CONSIDERATIONS AND PROJECT DESCRIPTION

Comprehensive Plan

The Marquis property lies in the Whittaker's Mill Sub-Area and is designated Economic Opportunity in the recently adopted Comprehensive Plan- *Charting the Course to 2035*. 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. The newly adopted Comprehensive Plan (adopted September 2013) retained the Economic Opportunity designation for The Marquis property, but also added a Mixed Use overlay designation, recognizing the potential for a residential development component at the Marquis. The Comprehensive Plan states that the Mixed Use designation "is intended to create well-designed communities in which people can live, work, and recreate by providing opportunities for a mix of retail, office, and residential uses – and different types of residential uses (i.e., detached, attached, and apartments) – within a single, relatively compact development under a unified, coherent master plan." Consistent with this Mixed Use overlay designation recently applied to The Marquis property, this application seeks a rezoning of the South Pod to PDR - Planned Development Residential. Although The Marquis North Pod and South Pod would have different zoning designations, the overall effect would be to complete the development of The Marquis as a cohesive development combining residential and commercial uses in close proximity, classic mixed use planning. 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 will maximize the economic and physical potential for this site and it truly embodies the Comprehensive Plan's vision for this critically important property in the County.

Rezoning

Currently, The Marquis South Pod is approved as a component of the overall 1,120,000 square feet commercial development of The Marquis property through prior SUP approvals including Board of Supervisors Resolutions R05-201(R), R06-74(R), R07-118, and R07-127. Due to market realities and site challenges, there has been no development of the South Pod to date, and as time has demonstrated, the South Pod is not conducive to commercial and retail uses and is therefore very unlikely to be developed for those uses. Accordingly, instead of retaining unrealistic plans for commercial development on the South Pod, this rezoning application is submitted to embody the Comprehensive Plan designation for this property and complete The Marquis as a cohesive mixed-use development providing long-term sustainability of the project with residential opportunities in close proximity to the wide array of existing and proposed commercial uses.

The Master Plan for the South Pod proposes a total of 650 residential units, including a combination of apartments, townhouses, and single family detached homes, which clearly tracks the Comprehensive Plan's stated goal for mixed use developments to provide "*different types of residential uses (i.e., detached, attached, and apartments) – within a single, relatively compact development under a unified, coherent master plan.*" Also, the intent of PDR-Planned Development Residential district 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 or exceed all use, dimensional and open space requirements as stipulated in the PDR-Planned Development Residential ordinance as part of the overall design as well as providing open space within each of the distinct areas designated for the differing residential uses.

IV. ANALYSIS OF EXISTING PUBLIC FACILITIES AND SERVICES

A. ACCESS & ROADWAYS

Access to The Marquis South Pod is proposed via extension of Marquis Parkway as shown on the Master Plan. Marquis Parkway is currently a private right of way and will remain so as indicated on the Master Plan. Pursuant to draft proffers submitted with this application, the residential community will be served by one or more owner associations, and a portion of owner association assessments will be committed to a reserve fund for maintenance of common elements including Marquis Parkway and The Marquis South Pod internal private streets. The extension of Marquis Parkway is proposed to include a bike/pedestrian connection promoting the interconnectivity of the South Pod's residential component to the North Pod's commercial attractions.

B. RECREATION & AMENITIES

Recreation facilities provided for The Marquis South Pod Planned Development Residential community will meet or exceed the requirements of York County Zoning Ordinance Section 24.1-361(e)(3)(e). Based on the targeted population, certain recreational facilities offering the same or greater recreational and fitness value may be proposed in lieu of those facilities suggested by the ordinance (for example, comparable facilities may be provided in lieu of a playground). Also, due to the convenient location of The Marquis, residents of The Marquis South Pod Planned Development Residential community will also have access to other nearby facilities in the County including, Quarterpath Park, Riverwalk Landing and Sports Complex as well as other public amenities in close proximity such as Colonial National Historical Parkway, Yorktown Victory Center, Yorktown Battlefields and numerous additional venues within the Historic Triangle.

C. PUBLIC WATER FACILITIES

Public water service is currently provided to The Marquis site through a Newport News Water Works water main located along Marquis Parkway. Water service to The Marquis South Pod, as shown in part on the Master Plan, will be extended from this existing service line.

D. PUBLIC SEWER FACILITIES

Public sewer service will be extended to The Marquis South Pod from the existing County gravity sewer system near Pond 1B (southwest of Kohl's), as shown in part on the Master Plan. A complete sewer analysis will be provided as part of the engineering design and construction documents.

E. FIRE PROTECTION AND EMERGENCY MEDICAL SERVICES (EMS)

There are currently six fire stations providing fire protection and Emergency Medical Services (EMS) to York County. The closest fire station to the subject site is Station #3 at 114 Hubbard Lane, approximately 3.4 miles northwest of this project. Station #3, and the fire and emergency medical staff available at this station, will provide a more than adequate response to potential emergencies. In addition, through cooperative agreements between Williamsburg, James City County, and York County, other stations may also be utilized for larger emergencies at the site.

V. ANALYSIS OF STORMWATER MANAGEMENT

Preliminary site observations and mapping project less impervious cover from the proposed residential development than the currently approved commercial development envisioned for this property. The proposed stormwater management plan will protect overall

downstream water quality, and reduce the tendency of development to cause downstream erosion to receiving channels through increased infiltration and detention. The Marquis South Pod Planned Development Residential community will comply with all federal, state and local regulations pertaining to the discharge of storm water runoff and the maintenance of all stormwater management facilities will be assumed by the owners association(s) serving the property.

VI. CONCLUSION

In summary, this proposed rezoning in conjunction with the accompanying SUP amendment represent the long-awaited completion of The Marquis project in York County. The proposed development is complimentary to surrounding land uses and zoning and embodies the County's vision for this critical property as expressed in the newly adopted York County Comprehensive Plan. The rezoning of the Marquis South Pod from EO- Economic Opportunity to PDR-Planned Development Residential introducing a residential component at The Marquis will allow completion of The Marquis as a cohesive mixed-use development with residential opportunities in close proximity to the wide array of existing and proposed commercial uses, while also providing much-needed nearby rooftops to solidify the long-term sustainability of the entire Marquis project.



The Marquis Center
Commercial and Residential Impact Study

York County, Virginia

Prepared by

Ted Figura Consulting

for

Cavalier Marquis Investors, LLC

Dallas, Texas

August 19, 2013

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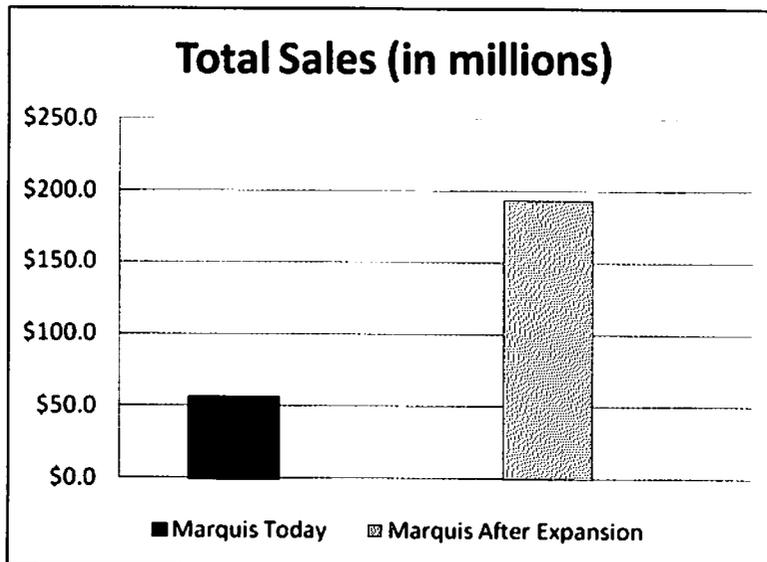
The Marquis Center: Commercial and Residential Impact Analysis

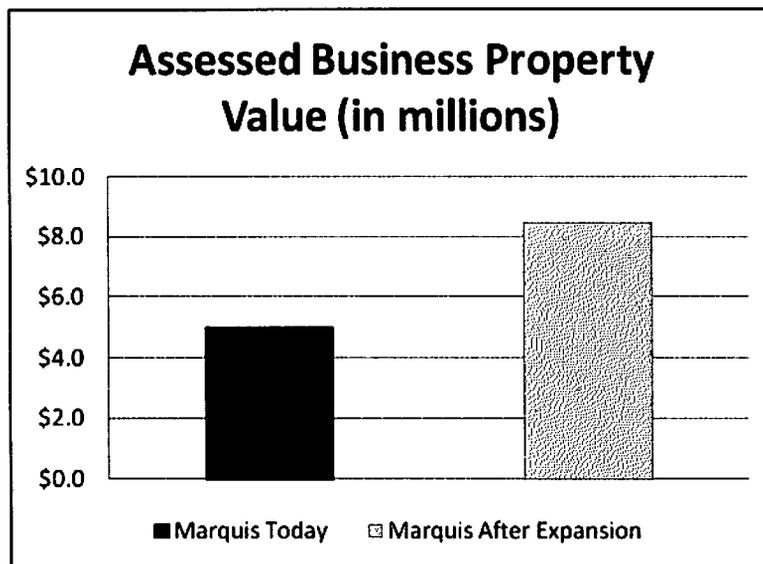
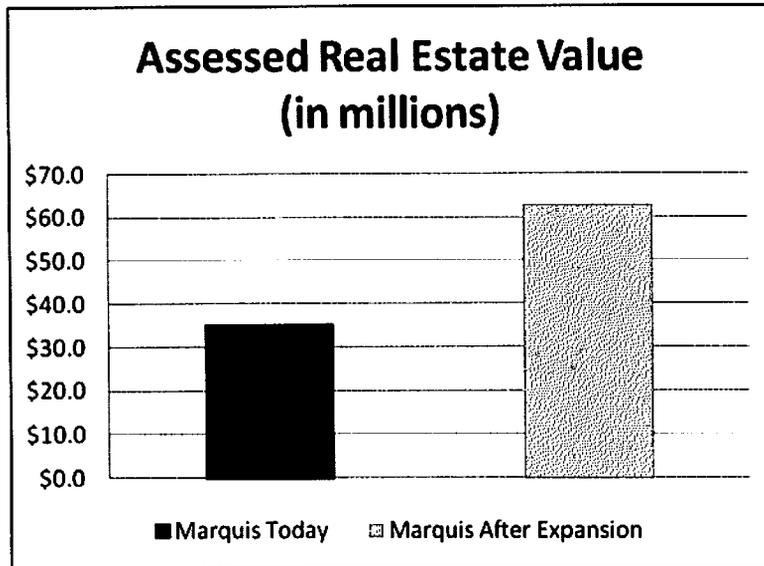
Executive Summary

Cavalier Marquis Investors (the “applicant”) is seeking a modification of the special use permit (SUP) at the Marquis Center in York County and a rezoning of a portion of the site from Economic Opportunity (EO) to Planned Development Residential (PDR) zoning. Both requested changes are necessary in order for the proposed commercial expansion of the Marquis Center to take place.

The development proposed by the applicant includes a major expansion of the existing retail center and a high quality, mixed residential development. The commercial expansion of the Marquis Center is proposed to add 237,630 square feet of retail and restaurant space to the Center’s 394,396 square feet of existing retail space. This is a 60% expansion in the size of the Marquis Center. Pre-committed tenants, who have conditioned their location on the County’s approval of the applicant’s SUP modification and rezoning requests, include a major value-shopping food and general merchandise retailer, a new-to-market specialty anchor store, a national fast casual dining restaurant and a national fast food establishment. An additional 37,545 square feet of retail and restaurant space is proposed to be developed, which should be fully tenanted upon the opening of the Marquis Center’s expansion, which is targeted for the fall of 2014.

The charts below and on the following page compare expected total sales, real estate value and business property value of the Marquis Center today and the Marquis Center as it will be after the proposed expansion.





The total construction cost of the Marquis Center retail expansion, exclusive of site work, is expected to be approximately \$16.5 million. Site work costs could exceed \$4 million. Additionally, almost \$4 million would be spent by the CDA on public infrastructure, primarily and extension of Marquis Parkway and associated work.

The applicant is proposing the construction of 650 residential units to add nearby “rooftops” for the purpose of supporting the commercial expansion. Without the development of at least this number of adjoining residential units, it is doubtful that further commercial development would take place at the Marquis Center in the foreseeable future. The proposed residential mix at this time is composed of 193 single-family detached units, 157 townhouse units for sale, and 300 apartment units for rent.

Single-family units are expected to sell within a range of \$350,000 to \$450,000. Townhouse units are expected to sell within a range of \$225,000 to \$275,000. About 85% of the apartments are expected to be 1-bedroom units, with the remainder being 2-bedroom units. There will be no 3 or 4-bedroom apartments. These apartments will be constructed with similar quality and amenities as Sterling Manor in High Street, The Pointe at New Town, Park Place and The Belmont at City Center, and Styron Square Apartments at Port Warwick. Consequently, they are priced at the high end of the rental market. York County currently has no apartments in this market range.

The target market for both the Marquis apartments and the for-sale residential properties is composed of retiree, empty nester and dual-income/single-income-no-kids (DINKs and SINKs) households. Average household incomes are expected to range from about \$72,000 to almost \$145,000, depending on product type. The average household income for all unit types is expected to be about 5% above the average household income for the County.

Revenues that will be received by the County from both the commercial and residential components of the proposed development significantly exceed the costs expected to be incurred by the County. Because the target market for the Marquis residential development is largely composed of households without children, the impact of the residential units to be developed at the Marquis on the County's schools will be minimal and will not lead to the overcrowding of any of the schools serving the Marquis. It is estimated that, when fully developed in school year 2020, the Marquis will add 154 students to the County's school enrollment. Of these, only 66 are projected to attend Magruder Elementary School, which would remain 71 students below enrollment capacity. Excess enrollment capacities at Queen's Lake Middle School and Bruton High School can probably handle decades of future population growth in the County without becoming overcrowded.

With the proposed expansion of the Marquis Center, retail sales are expected to increase by more than \$137.5 million. Of this, more than \$111 million would be subject to local sales tax and more than \$8.25 million would be subject to the meals tax. All revenue would be subject to the County's business license fee (BPOL tax). This volume of sales represents a 240% increase over existing retail sales at the Marquis Center.

Altogether, more than \$30 million in new revenue would be received by the County from the proposed Marquis development over a ten-year period. Once both the commercial and residential components are fully developed, the County can expect to receive more than \$3.5 million annually in new revenue. Approximately 55% of these new revenues would be generated by the residential development at the Marquis. In contrast, less than \$6.4 million in costs are projected to be incurred by the County during the ten-year analysis period as a result of the proposed development at the Marquis. Annually, at full development, costs to the County, including the cost of education, total a little more than \$900,000. The only capital cost expected to be incurred by the County as a result of the Marquis development is the possible purchase of an additional school bus.

The table on the following page summarizes the revenues and costs from the proposed development annually for the stabilization year and for the ten-year analysis period.

Marquis Center Commercial and Residential Expansion Summary of Revenues and Costs		
	Annual in Stabilization Year	Ten-Year Total
<i>Revenues</i>		
General Revenues	\$3,310,250	\$26,850,600
Enterprise Funds	\$266,525	\$4,071,975
Total Revenues	\$3,576,775	\$30,022,575
<i>From Residential</i>	\$1,931,000	\$16,457,700
<i>From Commercial</i>	\$1,645,775	\$14,464,875
<i>Costs</i>		
General Government	\$463,700	\$3,320,800
Enterprise Funds	\$78,975	\$535,950
Schools, Operating	\$367,675	\$2,423,300
Schools, Capital		\$ 85,775
Total Costs	\$910,350	\$6,365,825
<i>From Residential</i>	\$900,450	\$83,775
<i>From Commercial</i>	\$9,900	\$6,383,050

Background

Cavalier Marquis Investors (the “applicant”) is seeking a modification of the special use permit (SUP) at the Marquis Center in York County and a rezoning of the southern parcel (tax map # 11-04-00-012) from Economic Opportunity (EO) to Planned Development Residential (PDR) zoning. The requested change to the SUP would allow gasoline sales to occur on the property (tax map parcel #11-04-00-03) and make other minor adjustments to the current SUP. Both requested changes are necessary in order for development at the Marquis Center as proposed by the applicant.

The development proposed by the applicant includes a major expansion of the existing retail center and a high quality, mixed residential development. The commercial expansion of the Marquis is proposed to add 237,630 square feet of retail and restaurant space to the 394,396 square feet of existing retail space. This is a 60% expansion of the existing commercial space. Of this, 136,500 square feet is proposed to be occupied by a major value-shopping food and general merchandise retailer (tenant #1); 55,000 square feet is proposed to be occupied by a new-to-market specialty anchor store (tenant #2); 4,500 square feet is proposed to be occupied by a national fast casual dining restaurant (tenant #3); 4,085 square feet is proposed to be occupied by a national fast food establishment (tenant #4); 27,545 square feet is proposed to be secondary anchor and in-line retail space, and 10,000 square feet is proposed to be additional restaurant space. Although tenants have tentatively been identified for the first four retail spaces listed above, the tenant names remain confidential. Of the total planned commercial addition, 84% is pre-committed, pending approval of the applicant’s SUP and PDR requests, and the remainder is expected to be leased upon opening.

Besides the 4 known tenants and a planned junior anchor tenant, 9 other businesses are expected to occupy the additional commercial space at the Marquis Center. Based on the applicant’s market study conducted by Jeff Green Partners, the remaining retail in-line tenants are expected to be a mix that may include women’s, men’s and children’s apparel; shoes and accessories; and book, health and beauty, jewelry, optical/vision care and pet supply stores.

The proposed commercial development would consist of 8 buildings, 5 of which would be single occupancy, including the four pre-committed tenants. Pending approval of the applicant’s SUP and PDR requests, construction on these buildings is expected to begin in early 2014 in time for a fall 2014 opening. Total construction cost, exclusive of site work, is expected to be approximately \$16.5 million. Site work costs could exceed \$4 million. Additionally, almost \$4 million would be spent by the CDA on public infrastructure, primarily and extension of Marquis Parkway and associated work.

The applicant is proposing the construction of 650 residential units to add nearby "rooftops" for the purpose of supporting the commercial expansion. It is assumed that, without the development of at least this number of adjoining residential units, no further commercial development would take place at the Marquis Center in the foreseeable future. The proposed residential mix at this time is composed of 193 single-family detached units, 157 townhouse units for sale, and 300 apartment units for rent. This mix may be adjusted by the applicant subject to additional market study.

Residential construction would begin in mid 2014, with the first single-family and townhouse units sold in early 2015. Absorption of these units would take place over a four year period. Single-family units are expected to sell within a range of \$350,000 to \$450,000. Townhouse units are expected to sell within a range of \$225,000 to \$275,000. The apartments are expected to be completed in mid 2015 and to lease up within a nine month period. It is expected that there would be about 255 1-bedroom units and about 45 2-bedroom units. There will be no 3 or 4-bedroom apartments.

These apartments will be constructed with similar quality and amenities as Sterling Manor in High Street, The Pointe at New Town, Park Place and The Belmont at City Center, and Styron Square Apartments at Port Warwick. Consequently, they are priced at the high end of the rental market. York County currently has no apartments in this market range.

The applicant acknowledges that the descriptions cited above are illustrative of the most likely development scenario for the site based on current market conditions. This description is not a binding proffer and the applicant reserves the right to make changes in product mix.

The target market for both the Marquis apartments and the for-sale residential properties is composed of retiree, empty nester and dual-income/single-income-no-kids (DINKs and SINKs) households. The residential product will be designed with the attraction of this target market in mind. Proposed amenities would include a clubhouse with a fitness center, a pool, tennis courts, a dog park, walking and biking trails, and a gathering area that will include picnic tables and grills. The applicant is proposing that such adult-population amenities be substituted for the County's playground requirement.

The Marquis site is not well suited to attract families with children. It is bounded by the Yorktown Naval Weapons Station, an Interstate ramp and a major retail center. Areas of steep slopes and wetlands also bound the proposed residential development, which, along with the proximity of high-traffic areas, are likely to prompt safety concerns from parents of small children. The site has no connectivity to other residential neighborhoods. On the other hand, the site's proximity to major retail development and to the Interstate and Rt. 199 are attractive features for the proposed development's target market.

The Marquis residential development is expected to attract a relatively affluent population. Average household incomes are expected to range from about \$72,000 to almost \$145,000, depending on product type. The average household income for all unit types is expected to be about 5% above the average household income for the County. The proximity of this buying power is deemed critical by proposed committed retail tenants to the future success of the Marquis Center.

Methodology

This study examines the revenues to be received by the County generated by the new development and all costs to the County attributable to this development over a ten-year period. The analysis is divided into two components—1) a commercial impact analysis, which calculates increased revenues to be received by the County from the planned additional retail development at the Marquis Center, as well as the minimal increase in costs the County will experience from the additional retail development and 2) a residential impact analysis, which calculates the revenues received by the County and the costs incurred by the County from the planned residential development on the site. A component of the residential impact analysis is an estimate of the number of students to be generated by the development, based on the actual number students per household attending public schools at comparable residential developments.

Only variable revenues and costs are counted as impacting the County. This means that, rather than applying per capita or per household total non-tax revenue and total County per capita or per household expenditures to the Marquis expansion, only those incremental revenues and costs that the County will actually receive or incur due to the increase in households and the additional retail development are counted as having an impact. Fixed costs that do not rise as population or households increase incrementally are not counted as having a cost impact. With regard to revenues derived from sales from the additional retail development at the Marquis, only net new revenues to the County are counted.

This methodology produces a more accurate estimate of future revenues and costs resulting from a development than does the average revenue/average cost approach. A more detailed description of the methodology used in this analysis is presented in the Appendix.

Revenues estimated for the new Marquis development fall into three categories: one-time direct revenues, annual direct revenues and additional tax revenues generated by households. The methodology does not use multipliers to calculate revenues that could be generated through a development's secondary impacts, as such multipliers are considered to be unreliable for small geographic areas. The methodology does not include revenues generated from spending by construction workers at the Marquis, as such spending cannot reliably be said to occur within the County.

One-time direct revenues are revenues to the County derived from the construction of the residential units and retail buildings at the Marquis Center. They include all building permit and associated fees (electrical, mechanical, plumbing, water, sewer and natural gas), various development fees, certificates of occupancy fees and recordation taxes.

Annual direct revenues include: real estate property taxes, personal property taxes and user fees (the local portion of the communication sales tax, miscellaneous fees and fines), as well as business personal property taxes, local sales taxes, meals taxes and business license fees paid by new retailers locating at the expanded Marquis. Additional tax revenues generated by residents at the Marquis are estimates of taxes paid by York County businesses due to purchases made by households occupying the residential development proposed for the Marquis.

Purchases by Marquis residents are estimated based upon spending patterns according to household income. Spending patterns are derived from the most recent U.S. Bureau of Labor Statistics Consumer Expenditure Survey. An adjustment was made for purchases made outside the County. The methodology for estimating these revenues is presented in the Appendix. No generated taxes were estimated for employees of businesses located at the Marquis or in York County, as these employees were assumed either to be already living and spending in York County or living outside the County and, thus, spending most of their income outside the County.

Any new retail development can be expected to attract some sales from spending already occurring in the County in addition to providing new sales revenue from spending now occurring outside the County. Naturally, much of the expected shift in retail expenditures will occur within the Marquis Center itself. However, existing retailers at the Marquis are confident that the new tenants proposed for the Marquis Center will bring more shoppers to the Marquis and that this will greatly benefit the entire Center. Most existing Marquis retailers expect net sales to increase significantly due to the proposed expansion.

All revenues are reported as received by the County and prior to any further disposition.

Costs include operating costs of government per household and the operating and capital costs of education. Cost data and assumptions were derived from the *York County FY 2013-14 Adopted Annual Budget* and the *York County School Division Approved Annual Budget Fiscal Year 2014*.

Costs were divided into three categories: education variable operating costs per student, other variable operating costs of government per household and school capital costs. However, school capital costs are expected to show a very limited increase (perhaps the purchase of one additional school bus), since schools serving the Marquis residents have considerable excess enrollment capacity. Variable costs associated with sewer utility billing and the solid waste enterprise fund are included separately in the impact analysis.

Per household costs were calculated for various budget line items. State and federal revenues supporting budget line items were deducted to leave only the County's operating cost. Certain government functions, such as the administration of public assistance and public health services, that would not serve the Marquis population were not included in the calculations. Chief executive, legislative and administrative functions, which would be performed regardless of population size, were not included in the calculations. A percentage of certain administrative support services, which would be provided independent of population size, were not included in the calculations. The methodology for estimating the cost of government is presented in more detail in the Appendix.

Although the County uses student per household metrics of 0.54, 0.37 and 0.33 for single-family, townhouse and apartment units, respectively, it is expected that, due to the Marquis project's residential target market, student generation at the Marquis will be considerably lower. Actual data from comparable townhouse developments in York County showed a student generation rate of 0.25 students per household. A study of student generation rates in certain multi-family developments in communities on the Peninsula, conducted by Ted Figura Consulting in December 2011, showed student generation rates for developments comparable to the Marquis apartments were only 0.037 students per household. These substantiated metrics were used in the school impact analysis. No comparable single-family developments were identified in York County and data from comparable single-family developments elsewhere on the Peninsula could not be obtained in a timely manner. Therefore, the County's single-family student generation rate was used in the school impact calculations.

Commercial Impact

The proposed expansion of the Marquis Center will add 237,630 square feet of retail and restaurant space to the 394,396 square feet of existing retail space. With the addition of the pre-committed tenants (who will occupy 84% of the expanded commercial space) and the tenanting of the remaining space (which should occur upon opening in late 2014), retail sales at the Marquis Center are expected to increase by more than \$137.5 million. This is a 240% increase over existing retail sales at the Marquis and includes an expected 15% increase in sales by existing Marquis retailers due to the positive effect of the new co-tenancy, which will bring more customers to the Marquis Center.

Of this gross sales increase, more than \$111 million will be in sales that are subject to local sales tax. The remaining \$26 million in gross receipts would be subject to the County's business license fee only. Also, more than \$8.25 million in increased sales will be subject to the County's food and beverage (meals) tax. Currently, no meals tax revenue is collected by the County from the Marquis Center.

Sales that were shifted from retail sales occurring elsewhere in the County were subtracted from the gross sales increases to obtain an estimate of the net new tax revenue that would be experienced by the County due to the new development at the Marquis. More than 70% of new sales would generate new local sales taxes for the County. More than 75% of new sales would generate new business license fee revenue for the County. Almost 65% of new restaurant and prepared food sales would generate new meals tax revenue for the County.

Other new tax revenue to be received by the County due to an expansion of the Marquis Center includes real estate property taxes, business personal property taxes and miscellaneous taxes and fees. The County's sewer utility enterprise fund would receive sewer usage fees. The County's general fund and its sewer and water utility enterprise funds would also receive one-time revenues from fees charged during the construction of the new commercial space. The net increase in the County's real estate tax base due to the expansion of the Marquis Center is expected to be almost \$27.5 million. The increase in the County's business personal property tax base due to the expansion of the Marquis Center is expected to be more than \$3.5 million (on an assessed basis at 25% of original cost).

Altogether, the County can expect to receive more than \$1,640,000 annually in increased revenue from the commercial expansion at the Marquis Center at full occupancy once sales are stabilized. Sales stabilization is expected to occur in FY 2017. Altogether, over the ten-year analysis period, the County can expect to receive more than \$14.4 million in net new revenue from the Marquis Center expansion. Of that amount, about \$315,000 will be one-time revenues to the County with about \$265,000 entering into the County's sewer and water utility enterprise funds. Table 1, on the following page, details these net new revenue projections for the expansion of the Marquis Center.

The increased direct costs to the County associated with the Marquis Center expansion are minimal. The County will incur no capital costs as a result of the Marquis Center expansion. The applicant will pay for all water and sewer extensions needed to serve the additional commercial development. The existing transportation infrastructure is more than adequate to handle additional shopping trips as this infrastructure was built to accommodate up to 175% of the commercial square footage that will exist after the Marquis Center expansion. Approximately \$3,880,000 in capital expenses will be incurred by the existing Community Development Authority (CDA) and some percentage, to be determined by the County and the CDA, of tax revenue generated for the County by the Marquis Center will be pledged to retire CDA debt service. The annual cost to the County to serve the additional Marquis Center commercial development is expected to be only \$9,900 annually (\$83,775 during the ten-year analysis period).

Table 1		
Marquis Center Expansion		
Projected Net New Revenues		
Revenue Type	Annual Revenues ¹	Ten-Year Total
Real Estate Property Tax ²	\$ 196,350	\$ 1,669,050
Business Personal Property Tax	\$ 142,775	\$ 1,205,900
Local Sales Tax	\$ 871,225	\$ 7,529,600
Meals Tax	\$ 213,625	\$ 1,818,150
Business License Fee	\$ 207,925	\$ 1,800,225
Communication Sales Tax and other fees	\$ 3,000	\$ 26,225
Building Permits		\$ 47,325
Sign Permits		\$ 750
Site Plan Fees		\$ 2,325
Erosion and Sediment Control		\$ 1,000
CO		\$ 1,050
Subtotal Revenues	\$1,634,900	\$14,101,600
Subtotal One-time Revenues		\$ 52,450
<i>Sewer/Water Utility Enterprise Funds</i>		
Sewer Fees	\$ 10,875	\$ 96,700
Sewer Connection Fee		\$ 167,600
Water Connection Fee		\$ 98,975
Subtotal Revenues	\$ 10,875	\$ 363,275
Subtotal One-time Revenues		\$ 265,975
Total Revenues	\$1,645,775	\$14,464,875
Total One-time Revenues		\$ 318,425

¹Full occupancy after sales stabilization

²Less taxes currently being paid on land

All revenues rounded to the nearest \$25

Residential Impact

Development of at least 650 residential units on the Phase II Marquis property is a condition for the location of the key anchor tenant pre-committed to the expansion of the Marquis Center. Therefore, the commercial impact described above will not occur unless the proposed residential development goes forward. Nevertheless, the revenues generated by the Marquis residential development are expected to exceed the costs projected to be incurred by the County due to this development.

As shown in table 2, below, the Marquis residential development is expected to generate more than \$1.9 million in revenue for the County in its stabilization year (the average of FY2020 and FY 2021). Of this amount, almost \$168,000 will be received by the County's sewer and water utility enterprise funds. Over the ten-year analysis period, more than \$16.6 million in new revenue is expected to be generated for the County by the proposed residential development. Of this amount, almost \$2.5 million is from one-time revenues, with more than \$1.6 million of these one-time revenues received by the County's sewer and water utility enterprise funds. In addition to these one-time revenues, the County's sewer and water utility enterprise funds are expected to receive almost \$1.2 million during the ten-year analysis period.

Table 2		
Marquis Residential Development		
Projected Net New Revenues		
Revenue Type	Annual Revenues, Stabilization Year	Ten-Year Total
Real Estate Property Tax ¹	\$1,114,700	\$ 7,451,550
Personal Property Tax	\$ 361,575	\$ 2,488,250
Communication Sales Tax and other fees	\$ 32,250	\$ 230,400
Additional Revenue from Household Spending	\$ 166,825	\$ 1,174,350
Building Permits		\$ 398,425
Sign Permits		\$ 25
Subdivision Fees		\$ 7,125
Erosion and Sediment Control		\$ 1,000
CO		\$ 27,450
Recordation Tax		\$ 970,425
Subtotal Revenues	\$1,675,350	\$12,749,000
Subtotal One-time Revenues		\$ 1,404,450
<hr/>		
<i>Sewer/Water Utility Enterprise Funds</i>		
Sewer Fees	\$167,650	\$ 1,197,250
Solid Waste Fees	\$88,000	\$ 584,750
Sewer Connection Fee		\$ 1,220,000
Water Connection Fee		\$ 706,700
Subtotal Revenues	\$225,650	\$3,708,700
Subtotal One-time Revenues		\$1,926,700
Total Revenues	\$1,931,000	\$16,457,700
Total One-time Revenues		\$3,331,150

¹Less taxes currently being paid on land
All revenues rounded to the nearest \$25

Costs that would be incurred by the County due to the proposed residential development at the Marquis fall into three categories—the cost of providing general public services to Marquis households, the cost of education children of Marquis households and capital costs incurred by the County’s schools due to increased school population resulting from the development of the Marquis residential. Two of the three costs depend on the number of children at the Marquis who will attend public schools. An analysis of per household school generation rates is described in detail in the Appendix. Per household student generation rates of 0.54 for single family households, 0.25 for townhouse units and 0.037 for Marquis apartment units were determined. This compares to the County’s standard per household student generation rates of 0.54 for single family households, 0.37 for townhouse units and 0.33 for apartments. Table 3, below, displays the number of public school attendees forecasted for each school for which the Marquis is zoned, the existing excess capacity at each school and the remaining excess capacity at each school after full development of the Marquis residential, based on the most likely per household student generation rates and on the County’s standard student generation rates.

Table 3			
Projected Public School Attendance from Marquis Residential			
Likely and County Standard Student Generation Rates			
School	Number of Marquis Students	Existing Excess Capacity	Remaining Excess Capacity
<i>Likely Student Generation</i>			
Magruder Elementary	66	137	71
Queen’s Lake Middle	36	230	194
Bruton High	52	453	401
Total	154		
<i>County Standard Student Generation</i>			
Magruder Elementary	104	137	33
Queen’s Lake Middle	58	230	172
Bruton High	94	453	359
Total	256		

It is evident from the above table that neither the most likely increase in County school attendance nor the increase that would be calculated using the County’s standard multipliers would trigger school overcrowding at any of the schools that serve the Marquis. Furthermore, recent historic trends and the County’s projections of student population do not warrant concern that these schools will reach their capacity in the future. Between 2004 and 2013, overall County school enrollment fell by 137 students, according to data in the *York County School Division Approved Annual Budget Fiscal Year 2014*. During this time period, enrollment only fluctuated by 434 students from 2004 enrollment. Furthermore, projections to the 2017 school year show only an 87 student increase over 2004 enrollment for the entire school system—less than a 0.7% increase during a 13 year period. Future demographic trends will continue to push down average household sizes and ease enrollment pressures on school systems.

Table 4, below, shows projected costs expected to be incurred by the County due to the proposed residential development at the Marquis

Table 4 Marquis Residential Projected Costs		
Cost Type	Annual Costs, Stabilization Year	Ten-Year Total
Education Operating Costs	\$367,675	\$2,423,300
Other Public Service Costs	\$453,800	\$3,237,025
Education Capital Costs		\$ 85,775
<i>Subtotal Costs</i>	<i>\$821,475</i>	<i>\$5,746,100</i>
Sewer Utility Enterprise Fund	\$78,975	\$535,950
Total Costs	\$900,450	\$6,282,050

Figures rounded to the nearest \$25.

As can easily be seen, revenues to be received by the County from the proposed residential development at the Marquis far exceed its costs.

TRAFFIC IMPACT ANALYSIS

The Marquis South Pod

EO to PDR Rezoning

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. South of these stores, between Whiteman Swamp and Interstate 64 Interchange 243-A On-Ramp, are 112± acres of undeveloped land. York County Board of Supervisors' Resolution R07-127 approved construction of a retail center up to 200,000 square feet of floor area in size on this parcel.

The parcel is currently landlocked, but an extension of Marquis Parkway will provide access from Route 199 (Marquis Center Parkway) into the property.

Proposed Uses

The revised Master Plan replaces the retail center with a residential community consisting of 193 detached single family homes, 157 townhouse units, and 300 apartments. The development will include park and clubhouse amenities. All parking will be provided on the surface and no parking structures are included on the revised Master Plan.

Traffic Impacts

Circulation

The proposed plan preserves the proposed extension of Marquis Parkway over Whiteman Swamp to provide access to the development. The expected residential layout consists of smaller neighborhood pods arranged along Marquis Parkway with minor connector paths between them.

Trip Generation and Roadway Capacity

With the proposed change in land use, trip generation will be less than that which was 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.

The total trip generation from the residential development is estimated to be 4,745 trips per day with 461 PM peak hour trips and 367 AM peak hour trips. The previously approved retail center would be expected to generate 10,656 trips per day with 953 PM peak hour trips and 238 AM peak hour trips. The proposed residential development will generate about half the traffic as the previously approved retail center during the critical PM peak period, and about half as many trips overall, but the projected AM peak is higher than under the approved plan. This is attributable the residential AM peak period occurring while most shopping center tenants are closed. However, the AM peak hour traffic from the proposed residential development will be less than half of that which was expected to be generated during the PM peak hour, and this should leave ample operational capacity along Marquis Parkway.

Many of these trips are expected to be diverted into the adjoining retail property as either pass by or internal trips. This will further reduce the development's traffic impacts to Route 199. According to the *ITE Trip Generation Handbook*, daily and PM peak hour residential to retail internal capture rates are 38 and 53 percent respectively. This rate is liberal considering the limited number service oriented businesses and lack of entertainment venues in The Marquis Retail Center. Therefore a more conservative approach is taken for calculating the net traffic to Route 199 using internal capture rates of 25%, leaving 3,558 daily trips and 345 PM peak hour trips to Route 199.

Since the proposed residential development will generate less traffic than the previously approved retail center 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
SOUTH POD
REZONING

ITE Code	Land Use	Intensity	Daily R ²	PM R ²	AM R ²	Formulas						Average Rate															
						PM Peak-Hour Trip Ends			AM Peak-Hour Trip Ends			PM Peak-Hour Trip Ends			AM Peak-Hour Trip Ends												
			Daily Trip Ends	Total	In	Out	%	Total	In	Out	%	Total	In	Out	%	Total	In	Out	%								
210	Single Family	193 DU	1,923	190	120	37%	70	145	25%	36	75%	109	193	63%	122	37%	71	145	25%	36	75%	109					
220	Apartment	300 DU	1,942	183	119	35%	64	151	20%	30	80%	121	1,995	186	65%	121	35%	65	153	20%	31	80%	122				
230	Townhouse/Condo	157 DU	952	87	58	33%	29	74	17%	13	83%	61	4,817	460	297	163	370	297	67%	55	33%	27	69	17%	12	83%	57
25%	Internal Capture	25%	1,204	115	74		41	370		79		291	4,745	461	297	163	367	297	67%	55	33%	27	69	17%	12	83%	57
0.00%	Pass-By	0.00%	0	0	0		0	0		0		0	1,186	115	74		41	1,186		0		0	1,186		0		0
	Net External		3,613	345	222		122						3,558	345	223		123						3,558				
			10,656	953	458	52%	496	238	62%	148	38%	90	8,540	742	48%	356	52%	386	192	62%	119	38%	73				

Shopping Center 820 200.0 KSF 0.79 0.81 0.56

reduction 5,819 494 45% 48% 132 153%

THE MARQUIS NORTH & SOUTH PODS														
Land Use	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	
Approved by R07-118 and R07-127														
Hotel	310	100.0	RM	817	60	51%	31	49%	29	53	59%	31	41%	22
Shopping Center	820	1,049.0	KSF	31,293	2,894	48%	1,389	52%	1,505	654	62%	405	38%	248
Total				32,110	2,954		1,420		1,534	707		437	100%	270
Internal Capture	0%	0%		0	0		0		0					
Pass-By	0.00%	0.00%		0	0		0		0					
Net External				32,110	2,954		1,420		1,534	707		437		270
or in reduced terms														
Shopping Center	820	1,120.0	KSF	32,653	3,023	48%	1,451	52%	1,572	681	62%	422	38%	259
Proposed North Pod														
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
Sub-Total, North Pod				32,823	2,891		1,427		1,464	1,166		656		509
Internal Capture ¹	30%	20%		9,633	591		284		307					
Pass-By	0.00%	0.00%		0	0		0		0					
Net External				23,190	2,300		1,143		1,158	1,166		656		509
Proposed South Pod														
Single Family	210	161	DU	1,533	161	63%	101	37%	60	121	25%	30	75%	91
Apartment	220	300	DU	1,995	186	65%	121	35%	65	153	20%	31	80%	122
Townhouse/Condo	230	189	DU	1,098	98	67%	66	33%	32	83	17%	14	83%	69
Sub-Total, South Pod		650	DU	4,626	445		288		157	357		75		282
Internal Capture ²	25%	25%		1,156	111		72		39					
Pass-By	0.00%	0.00%		0	0		0		0					
Net External, Residential				3,469	334		216		118					
TOTAL with proposed changes				26,659	2,634		1,359		1,275	1,166		656		509
Current approved plan				32,110	2,954		1,420		1,534	707		437		270
(reduction) or increase				(5,450)	(319)		(61)		(259)	459		220		239

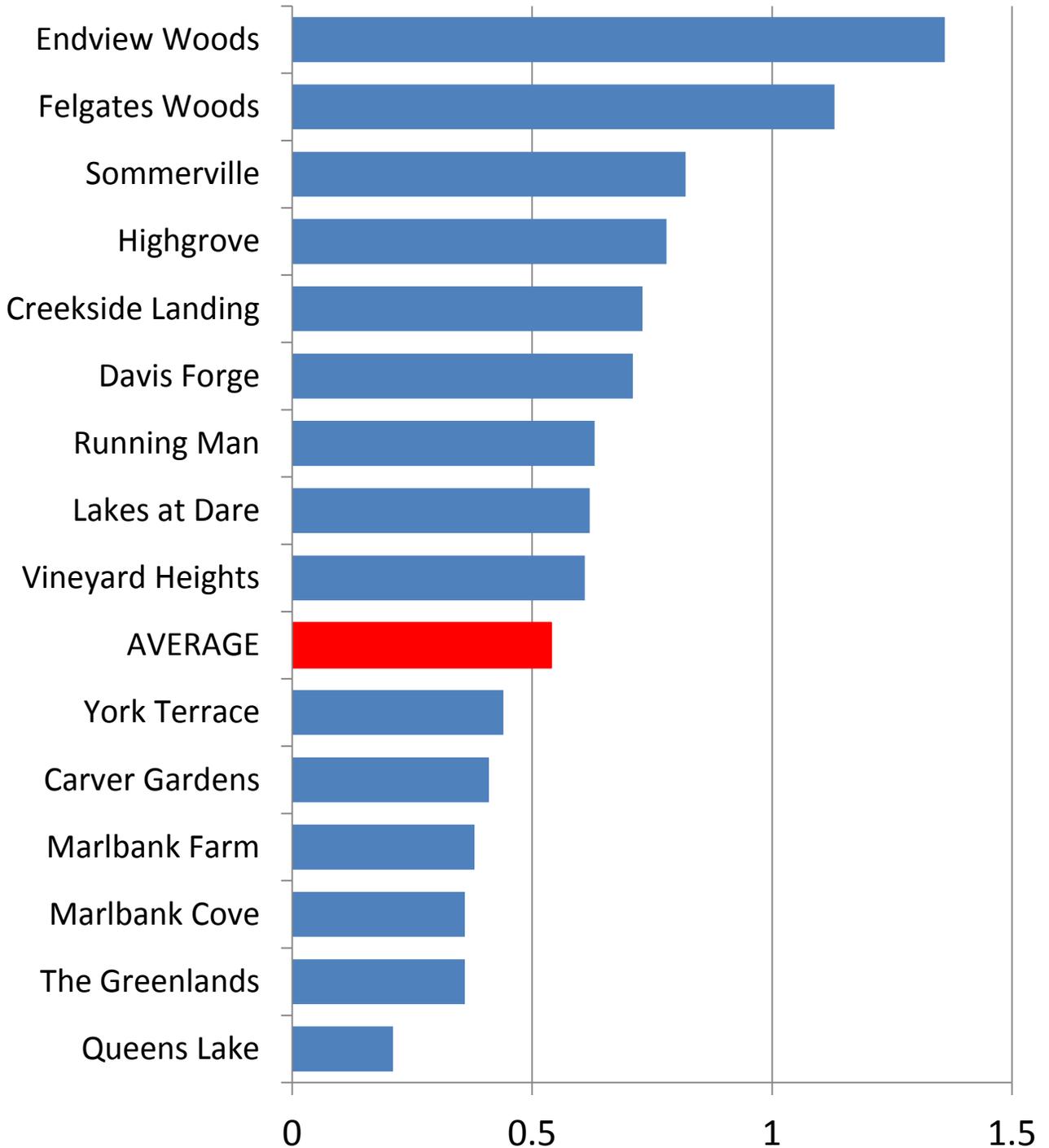
Notes-

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

2 Residential to Retail capture

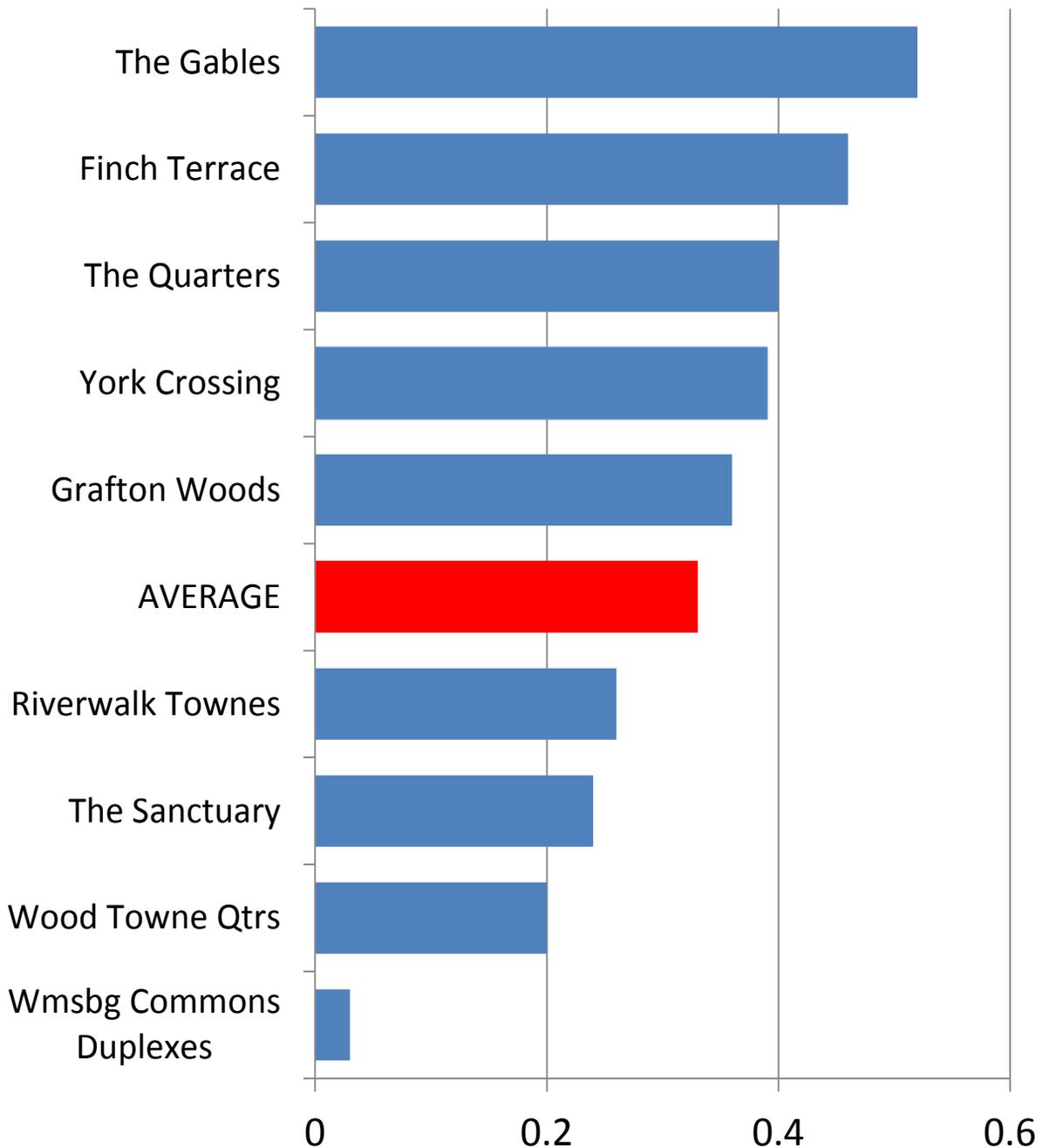
School Students per Single-Family Detached Home

Students/Unit



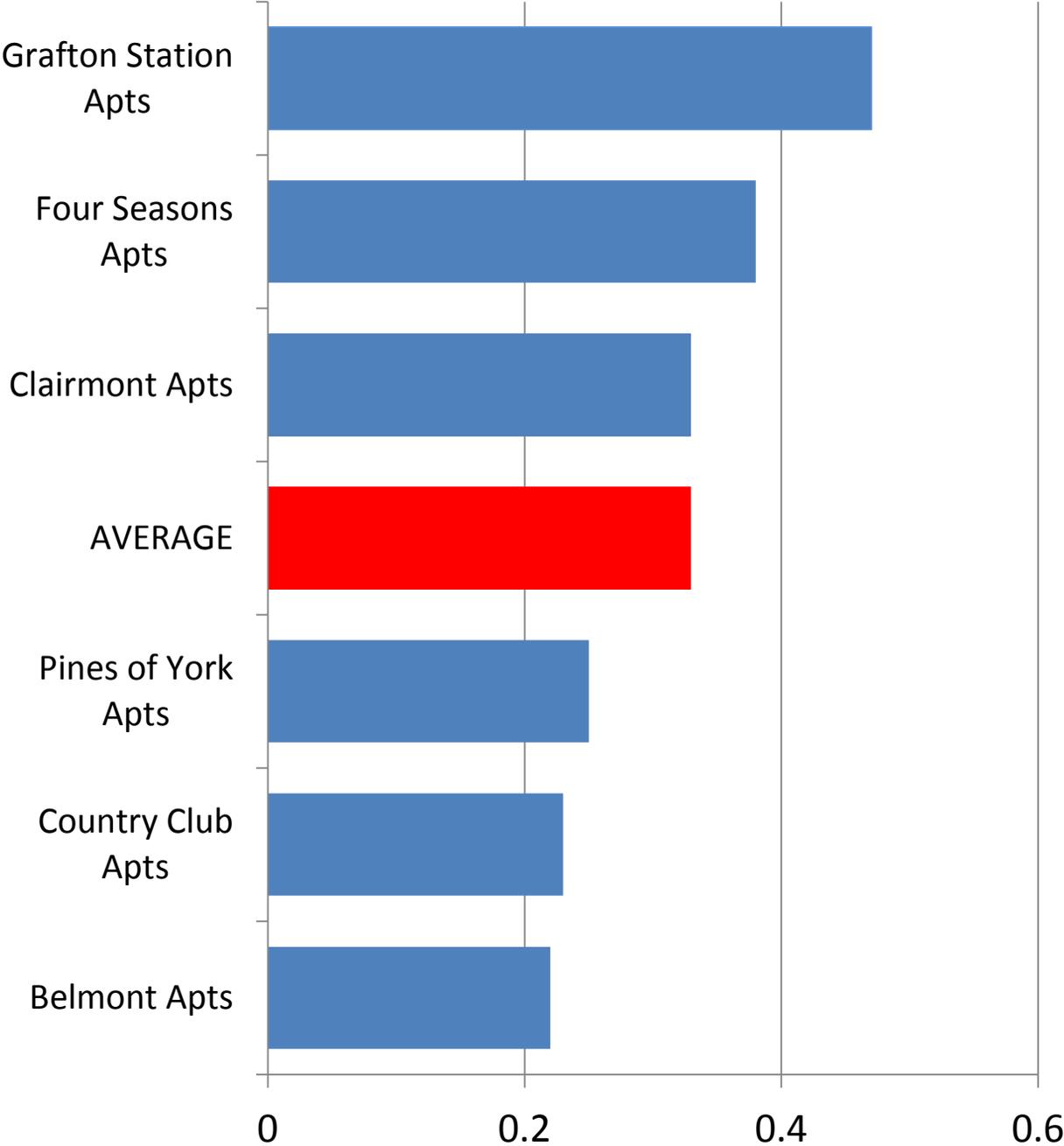
School Students per Single-Family Attached Home

Students/Unit



School Students per Apartment Unit

Students/Unit



The Settlement at Powhatan Creek (James City County)
June 11, 2013



The Settlement at Powhatan Creek (James City County)
June 11, 2013





DEPARTMENT OF THE NAVY

NAVAL WEAPONS STATION YORKTOWN
160 MAIN ROAD
YORKTOWN, VA 23691-0160

5090
Ser 00/409
October 9, 2013

Timothy Cross
Principal Planner
224 Ballard Street
PO Box 532
Yorktown, VA 23690-0532

Dear Mr. Cross:

You are currently reviewing an application submitted on behalf of Marquis Williamsburg RE Holding, LLC, for rezoning of the Marquis South Pod to PDR-Planned Development Residential. The Planning Commission will consider this proposal on November 13, 2013. If approved, the planned development would include 650 residential units, including single family homes, adjacent to Naval Weapon Station Yorktown. We have reviewed the materials you provided and offer the following comments.

The property under consideration is impacted by noise from several training activities that occur on board the installation. This includes the Explosive Ordnance Disposal (EOD) range, which can generate up to an estimated 115 decibels peak (dbP) noise at the proposed site. A pistol range much closer to the site generates well in excess of 87 dbP, up to 104 dbP and higher noise levels along the installation fence line.

You may also know that a rifle range to be located next to the pistol range is currently undergoing environmental study. This range will support 7.62 caliber rifles and other weapons used by Marine Corps security teams.

Enclosed is a map that depicts the subject site in relation to the existing pistol range and future rifle range.

Weapon and explosive peak noise levels above 87 dbP typically generate complaints from residents and others engaged in noise sensitive land uses. Therefore, while the Navy does not object to mixed use residential development in the vicinity of Marquis Center, we think you should consider alternative site plans and project designs that account for the above noise impacts and enhance residential use and enjoyment of the

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property. My staff and I are available to answer your questions and otherwise assist you and the Planning Commission to make an informed decision.

Sincerely,



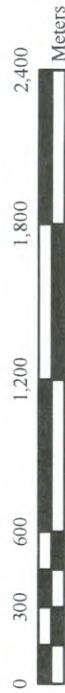
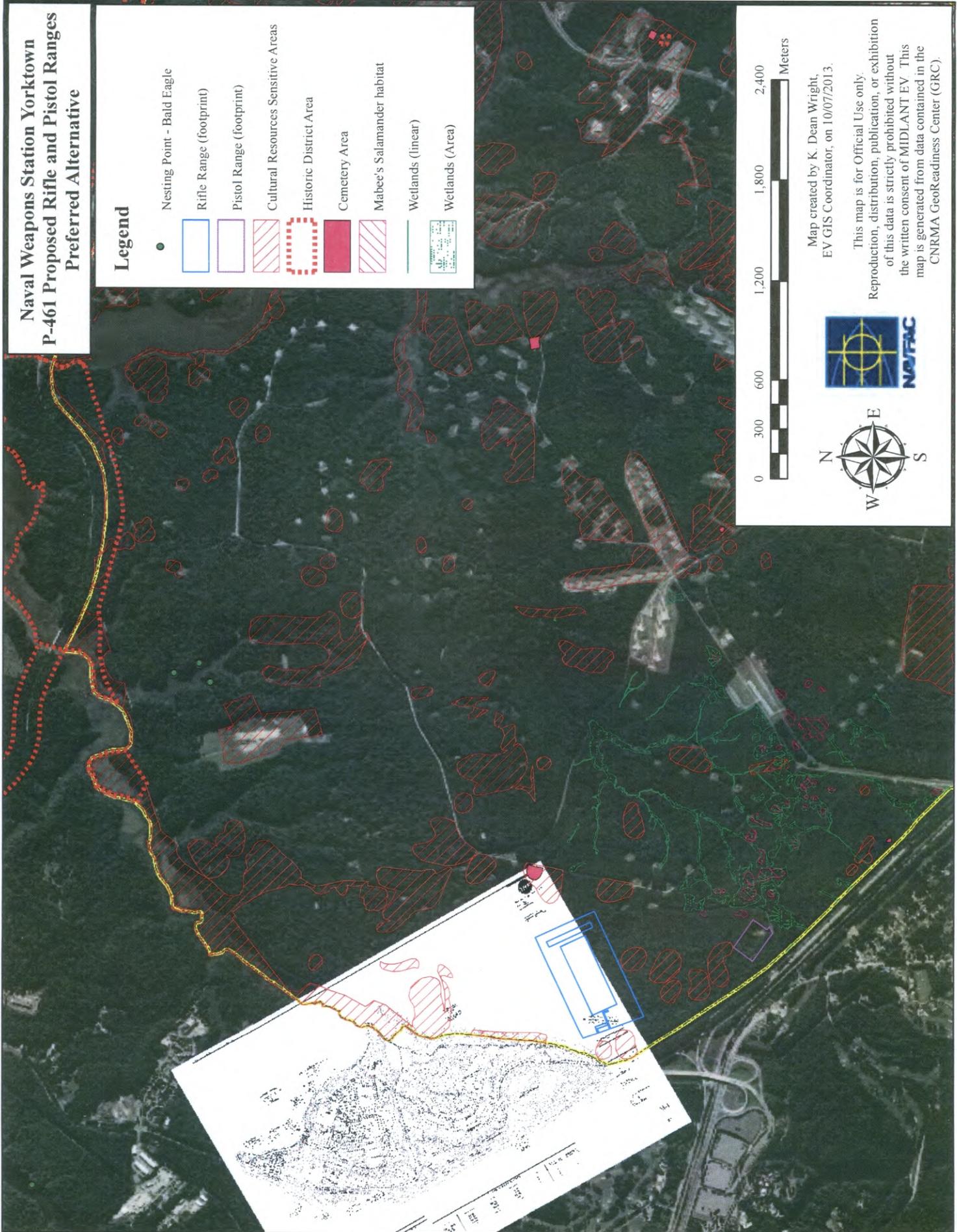
L. D. CROW
Captain, U.S. Navy
Commanding Officer

Enclosure: Map of Proposed Rifle and Pistol Ranges

**Naval Weapons Station Yorktown
P-461 Proposed Rifle and Pistol Ranges
Preferred Alternative**

Legend

- Nesting Point - Bald Eagle
- Rifle Range (footprint)
- Pistol Range (footprint)
- ▨ Cultural Resources Sensitive Areas
- ▨ Historic District Area
- Cemetery Area
- ▨ Mabee's Salamander habitat
- Wetlands (linear)
- ▨ Wetlands (Area)



Map created by K. Dean Wright,
EV GIS Coordinator, on 10/07/2013.

This map is for Official Use only.
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of this data is strictly prohibited without
the written consent of MIDLANT EV. This
map is generated from data contained in the
CNIRMA GeoReadiness Center (GRC).

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 ____, 2013:

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 TO REZONE APPROXIMATELY 100.7 ACRES LOCATED AT 900 MARQUIS PARKWAY FROM ECONOMIC OPPORTUNITY TO PLANNED DEVELOPMENT RESIDENTIAL

WHEREAS, Marquis Williamsburg RE Holding LLC has submitted Application No. PD-37-13, which is a request to amend the York County Zoning Map by reclassifying approximately 100.7 acres of an approximately 112.6-acre parcel of land located on the east side of Interstate 64 south of the Route 199 (Marquis Center Parkway) interchange, further identified as Assessor’s Parcel No. 11-4-12 (GPIN I13c-0012-1173), from EO (Economic Opportunity) to PDR (Planned Development Residential); 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. PD-37-13 be, and it is

hereby, transmitted to the York County Board of Supervisors with a recommendation of approval to amend the York County Zoning Map by reclassifying from EO (Economic Opportunity) to PDR (Planned Development Residential) approximately 100.7 acres of an approximately 112.6-acre parcel of land located on the east side of Interstate 64 south of the Route 199 (Marquis Center Parkway) interchange, further identified as Assessor's Parcel No. 11-4-12 (GPIN I13c-0012-1173) and more fully described below:

Beginning at the common corner with Parcel 3 and Interstate 64 Interchange 243 Entrance Ramp, having coordinates of North: 3620563.0097, East: 12023893.9367' Virginia State Plane South Zone (NAD 83); Thence departing the common corner with Parcel 3 and Interstate 64 Interchange 243 Entrance Ramp and running along the common line with Parcel 3 N57° 09' 09"E A distance of 539.15' feet to a point; Thence N32° 50' 51"W a distance of 300.00' feet to a point; Thence N51° 19' 44"E a distance of 199.24' feet to a point; Thence N82° 00' 13"E a distance of 343.27' feet to a point; Thence N71° 32' 57"E a distance of 300.00' feet to a point; Thence S42° 25' 44"E a distance of 697.76' feet to a point; Thence N42° 54' 54"E a distance of 327.09' feet to a point; Thence N33° 32' 35"E a distance of 338.00' feet to a point; Thence N78° 31' 22"E a distance of 351.65' feet to a point; Thence N63° 47' 04"E a distance of 82.53' feet to a point on the centerline of stream and survey tie line being the common corner of Parcel 3 and U.S. Naval Mine Depot; Thence following the centerline of stream being the common line with U.S. Naval Mine Depot along survey tie line S5° 56' 49"E a distance of 190.13' feet to a point; Thence S60° 39' 47"W a distance of 123.56' feet to a point; Thence S11° 28' 33"W a distance of 393.76' feet to a point; Thence S51° 11' 08"E a distance of 305.20' feet to a point; Thence S2° 04' 54"E a distance of 2285.71' feet to a point on the center line of stream; Thence departing the centerline of stream and survey tie line and continuing along the common line with U.S. Naval Mine Depot S19° 37' 36"W a distance of 287.97' feet to a point; Thence S14° 13' 15"W a distance of 102.41' feet to a point; Thence S4° 00' 16"W a distance of 157.77' feet to a point; Thence S22° 49' 56"W a distance of 146.17' feet to a point; Thence S25° 47' 20"W a distance of 375.73' feet to a point being the common corner of U.S. Naval Mine Depot and Interstate 64 Interchange 243 Entrance Ramp; Thence departing common corner with U.S. Naval Mine Depot and Interstate 64 Interchange 243 Entrance Ramp and running along the common line with Interstate 64 Interchange 243 Entrance Ramp N1° 43' 14"E a distance of 935.34' feet to a point; Thence N15° 46' 21"W A distance of 145.60' feet to a point; Thence N0° 10' 22"E a distance of 290.00' feet to a point; Thence N18° 21' 00"E A distance of 144.24' feet to a point; Thence N22° 22' 05"W a distance of 273.95' feet to a point; Thence along a curve to the left having a Radius of 608.00', an arc length of 791.2', Delta 74° 33' 41", cord bearing of N65° 28' 40"W, and cord distance of 736.56' feet to a point; Thence S65° 22' 19"W A distance of 281.09' feet to a point; Thence S65° 44' 20"W a distance of 88.77' feet to a point; Thence N80° 20' 46.36"W a distance of 196.42' feet to a point; Thence N44° 40' 08"W A distance of 108.89' feet to a point; Thence S85° 12' 18"W a distance of 87.22' feet to a point; Thence N31° 25' 31"W a distance of 452.53' feet to a point; Thence N39° 00' 24"W A distance of 151.33' feet to a point being the common corner of Interstate 64 Interchange 243 Entrance Ramp and Interstate 64 Interchange 242-B Exit Ramp; Thence departing the common corner of Interstate 64 Interchange 243 Entrance Ramp and Interstate 64

Interchange 242-B Exit Ramp and running along the common line with Interstate 64 Interchange 242-B Exit Ramp N31° 22' 34"W a distance of 491.32' feet to a point; Thence N29° 36' 06"W a distance of 199.87' feet to a point; Thence N32° 50' 51"W a distance of 95.40' feet to point of beginning.

BE IT FURTHER RESOLVED that the reclassification shall be subject to the following conditions:

1. General Layout, Design, and Density

- a) The development shall be designed and constructed in accordance with the provisions of 24.1-361, Planned Development Residential district, except as modified herein.
- b) A site plan or subdivision plan, prepared in accordance with the provisions of Article V of the Zoning Ordinance or Chapter 20.5, Subdivision Ordinance, shall be submitted to and approved by the Department of Environmental and Development Services, Division of Development and Compliance prior to the commencement of any land clearing or construction activities on the site for each phase of the development. Except as modified herein, said site plan or subdivision plan shall be in substantial conformance with the overall development master plan titled "South Pod Concept Plan," prepared by VHB and dated November 12, 2013.
- c) The maximum number of residential units shall be 650, including approximately 300 apartments, 189 townhouses, and not more than 161 single-family detached units.

2. Residential Area Design Parameters

- a) The minimum lot width for single-family detached homes shall be 45 feet, provided, however, that a minimum lot width of 35 feet shall be permitted for up to 5% of the lots.
- b) The minimum front yard setback for single-family detached and single-family attached homes shall be twenty feet (20').
- c) The minimum rear yard setback for single-family detached homes shall be ten feet (10'). Attached decks or porches shall be subject to the 10-foot setback requirement
- d) The minimum building separation between any two principal buildings, including attached decks or porches, shall be fifteen feet (15') single-family detached homes and single-family attached homes, provided, however, that where two adjacent structures are separated by less than twenty feet (20'), the following conditions shall be met:

1. Structures shall be constructed with an approved NFPA 13R Sprinkler System, and/or
2. All adjacent facing walls shall be constructed with an approved fire-resistive exterior finish (or other approved alternatives) and said fire-resistive construction shall include associated projections (cornices, eaves, overhangs, fireplaces, etc). This shall include the projections for the fireplaces extending into the fifteen-foot (15') separation. Furthermore, in order to accommodate design features, a limited percentage (exact percentage to be determined by the Department of Fire and Life Safety) of the fire-resistive section of the structure could be allowed to have unprotected openings.

- e) The minimum side yard setback for single-family detached homes shall be 7.5 feet.
- f) The maximum building height for multi-family residential structures shall be 75 feet.

3. Streets and Roads

Shoulder bike lanes with a minimum width of four feet (4') shall be provided along both sides of Marquis Parkway between the northern parcel boundary and the single-family detached section of the development.

4. Fire and Life Safety

All roads and parking lots shall be designed to accommodate the turning radius of large fire and rescue apparatus.

5. Open Space and Recreation

- a) Common open space shall be provided as generally depicted on the reference Concept Plan and in accordance with the provisions set forth in Section 24.1-361.1(e) of the Zoning Ordinance. In no event shall the amount of common open space be less than 25% of the total gross area of the planned development.
- b) Recreational facilities shall be in accordance with the provisions set forth in Section 24.1-361(e)(3), with the following exceptions:
 - i) A swimming pool shall be provided specifically for the proposed apartment units shall be a resort-style or lap pool. Nothing herein shall preclude the developer or developers from voluntarily making arrangements and agreements that would enable residents of other portions of the development to have access to the apartment project pool.

- ii) In lieu of the otherwise required tennis courts and playgrounds, a minimum of two (2) outdoor activity facility areas designed for activities such as community picnic shelters, barbecue grilling areas, horseshoe pits, etc. shall be provided. Such facilities shall be located so as to be visible for security and safety purposes, easily accessible for residents and for maintenance, and located or buffered so as not to create the potential for adverse impacts (e.g., noise, lack of privacy, security, etc.) on any adjoining residential properties.
- iii) Notwithstanding the provisions of Section 24.1-361(e)(3)d of the Zoning Ordinance, portions of recreation areas may be located in areas containing fuel, power, or other transmission lines and rights-of-way provided that those utility features do not interfere with or create hazards for use of the recreational facilities.

6. Environment

- a) Prior to the approval of any site plans for this development, the developer shall submit a Natural Resources Inventory of the property prepared in accordance with Section 23.2-6 of the York County Code and evidence of all environmental permits.
- b) Any proposed disturbance of wetlands on the property shall require a permit from the U.S. Army Corps of Engineers and/or Virginia Department of Environmental Quality. Chesapeake Bay Preservation Area (CBPA) buffers shall be measured from the limits shown on the latest ACOE-approved wetlands delineation.

7. Proffered Conditions

The reclassification shall be subject to the conditions listed in the proffer statement titled “THE MARQUIS – SOUTH PARCEL (GPIN: I13c-0012-1173) PDR REZONING PROFFERS” dated November 13, 2013 and signed by Shawn Todd.

BE IT STILL FURTHER RESOLVED that in accordance with Section 24.1-114(e)(1) of the York County Zoning Ordinance, a certified copy of the ordinance approving this application, together with a duly signed copy of the proffer statement, 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 prior to application for site plan approval.