

Index File

Application No. PD-42-16

Marquis Williamsburg RE Holdings LLC

This application has two components:

- The application seeks to amend the York County Zoning Map by reclassifying two areas encompassing a total of 11.9 acres along the northern boundary of The Marquis “South Pod” property located at 900 Marquis Parkway (Assessor’s Parcel No. 11-4-12) from EO (Economic Opportunity) to PDR (Planned Development Residential).
- The application also seeks to amend the previously approved Overall Development Master Plan and proffered conditions for The Marquis “South Pod” by 1) relocating and enlarging the elementary school site proffered to the County by the developer in November 2013; 2) changing the mix of residential units by removing the 189-unit townhouse component, increasing the permitted number of apartment units from 300 to 418, and increasing the permitted number of single-family detached units from 161 to 182, resulting in an overall decline from 650 to 600 housing units; 3) reconfiguring the layout of the single-family detached section and relocating and reconfiguring the apartment section; and 4) eliminating a proposed hotel site approved by the Board in February 2014.

Attachments:

- Staff Report
- Zoning Map
- Vicinity Map
- Aerial Photo
- Narrative Description
- Proffer Statement
- Approved Overall Marquis (North and South Pods) Master Plan
- Approved Marquis South Pod Concept Plan
- Zoning Exhibit: Proposed South Pod Residential Development Plan
- Proposed Marquis South Pod Concept Plan (2 sheets)
- Letter from CAPT P. C. Haebler dated August 4, 2016
- Proposed Resolution No. PC16-16

COUNTY OF YORK

MEMORANDUM

DATE: September 1, 2016 (PC Mtg. 9/14/16)

TO: York County Planning Commission

FROM: Timothy C. Cross, AICP, Principal Planner

SUBJECT: Application No. PD-42-16, Marquis Williamsburg RE Holding LLC

ISSUE

This application has two components:

- The application seeks to amend the York County Zoning Map by reclassifying two areas encompassing a total of 11.9 acres along the northern boundary of The Marquis “South Pod” property located at 900 Marquis Parkway (Assessor’s Parcel No. 11-4-12) from EO (Economic Opportunity) to PDR (Planned Development Residential).
- The application also seeks to amend the previously approved Overall Development Master Plan and proffered conditions for The Marquis “South Pod” by 1) relocating and enlarging the elementary school site proffered to the County by the developer in November 2013; 2) changing the mix of residential units by removing the 189-unit townhouse component, increasing the permitted number of apartment units from 300 to 418, and increasing the permitted number of single-family detached units from 161 to 182, resulting in an overall decline from 650 to 600 housing units; 3) reconfiguring the layout of the single-family detached section and relocating and reconfiguring the apartment section; and 4) eliminating a proposed hotel site approved by the Board in February 2014.

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: PDR – Planned Development Residential and 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 up to 600 homes, including up to 418 apartment units, no more than 182 single-family detached homes, and an approximately 14.43-acre future elementary school site (9.76-acre building/parking pad component and a 4.67-acre athletic fields component).

BACKGROUND

The Marquis retail center was originally approved by the Board of Supervisors on December 20, 2005 through 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.

To date, development activity has occurred only on the “North Pod” section of the Marquis property (the five existing retail stores – Target, BestBuy, Kohl’s, Dick’s, and the former JC Penney). On November 19, 2013, the Board approved a Special Use Permit application to amend the conditions of approval for the North Pod by authorizing modifications to the design and layout of the retail center and the establishment of an auto fuel dispensing establishment in connection with a “national club discount store” later identified as Sam’s Club. At the same time, the Board approved an application to rezone almost the entire South Pod from Economic Opportunity to PDR (Planned Development Residential) to allow a residential development consisting of a maximum of 650 dwelling units and including a proffered 6.5-acre school site. The rezoning action specifically excluded a 7.0-acre portion along the northern boundary of the property and an additional 4.9-acre portion located along the property’s Interstate 64 frontage, leaving those areas zoned EO. Shortly thereafter, on February 18, 2014, the Board approved an application to amend the original use permit by authorizing the establishment of a 100-room hotel on the EO-zoned 7.0-acre portion of the South Pod.

CONSIDERATIONS/CONCLUSIONS

1. The 112.6-acre Marquis South Pod property was rezoned for residential development in 2013 at the request of the property owner, whose intent in submitting that

application was to reclassify a large commercially-zoned tract of land that he felt had little or no viability for commercial development to allow a 650-unit residential development that would, in turn, generate a nearby customer base for the existing Marquis retail center, enhancing its attractiveness for Sam's Club and other retailers to locate there and allow the project to be successfully completed. As a means of addressing the school enrollment impacts associated with these 650 additional housing units, the developer proffered to dedicate to the County a 6.5-acre site for a future elementary school, which, though smaller than a typical elementary school site in the County, was comparable to the Bethel Manor Elementary School site located within the Landings at Langley military housing complex. The Marquis site is considered desirable from a location standpoint because it would serve both the Marquis residential development and, depending on how the School Board decides to redraw the attendance zone boundaries to account for the new school, take pressure off of Magruder and/or Yorktown Elementary Schools, both of which are operating at or near their respective instructional capacities.

With the current application, the developer of The Marquis is proposing several changes to the development of the South Pod:

- Expansion of the proffered elementary school site from 6.5 to approximately 14.43 acres, including approximately 4.67 acres dedicated to school athletic fields and facilities, and shifting the building pad (9.76 acres, which would accommodate a footprint and parking similar to Coventry Elementary) location further to the north away from the Busch Gardens I-64 interchange ramp,
- Reduction of the allowable number of residential units from 650 to 600,
- An increase in the allowable number of rental apartments from 300 to 418 and a shift in the location of the apartments further to the south closer to the Busch Gardens interchange,
- An increase in the allowable number of single-family detached homes from 161 to 182,
- Elimination of the 189-unit townhouse portion of the project,
- Changes to the street and lot layout of the single-family detached residential portion of the project,
- Elimination of the approved hotel site adjacent to the North Pod in the area of the Marquis Parkway road crossing of the wetland area, and
- Elimination of the future commercial site along the I-64 frontage (referred to in the applicant's narrative as the "signage parcel").

In terms of gross residential density, the combined effect of these proposed changes is a decrease from 6.9 to 6.1 dwelling units per acre, excluding the school and athletic field sites. A land use comparison of the current and proposed plans, based on the applicant's acreage figures, is provided in the table below.

MARQUIS SOUTH POD LAND USE SUMMARY - CURRENT AND PROPOSED

		Single-Family Detached	Town- houses	Apartments	School Site	Hotel Site	Signage Parcel	TOTAL
UNITS	Current	161	189	300	NA	NA	NA	650
	Proposed	182	0	418	NA	NA	NA	600
GROSS AREA (Acres)	Current	49.7	16.0	28.5	6.5	7.0	4.9	112.6
	Proposed	68.9	0.0	13.9	29.8	0.0	0.0	112.6
GROSS DENSITY (Units/Acre)	Current	3.2	11.8	10.5	NA	NA	NA	5.8
	Proposed	2.6	NA	30.2	NA	NA	NA	5.3
RIGHT-OF-WAY (Acres)	Current	NA	NA	NA	NA	NA	NA	NA
	Proposed	8.6	NA	0.3	0.7	0.0	0.0	9.5
OPEN SPACE (Acres)	Current	28.3	3.6	20.1	0.0	0.0	0.0	52.0
	Proposed	37.0	0.0	4.5	14.9	0.0	0.0	56.5
NET AREA (Acres)	Current	21.5	12.4	8.3	6.5	7.0	4.9	60.6
	Proposed	23.3	0.0	9.0	14.3	0.0	0.0	46.6
NET DENSITY (Units/Acre)	Current	7.5	15.3	36.1	NA	NA	NA	10.7
	Proposed	7.8	NA	46.3	NA	NA	NA	12.9

Note: There is a slight discrepancy between the sketch plan and the proffer statement as to the acreage of the school site; in such instances, the proffers govern.

Approximately half of the acreage would be designated as common open space, far greater than the 25% minimum open space requirement set forth in Section 24.1-361(e) of the Zoning Ordinance. This is mostly because a significant portion of the acreage lies within a Chesapeake Bay Resource Protection Area (RPA) and/or is encumbered with severe slopes and therefore is largely unbuildable.

This common open space is required to include one or more recreational areas, equal to a minimum of 10% of the gross acreage of the Planned Development, set aside for the common use of the residents. In accordance with the conditions of approval set forth in 2014 when the South Pod was rezoned, recreational amenities will include "soft-surface multi-purpose trails" of not less than 3,000 feet and a minimum of two (2) outdoor activity facility areas designed for activities such as community picnic shelters, barbecue grilling areas, horseshoe pits, etc. In addition, there will be a swimming pool specifically for the use of the apartment residents, although the developer would have the ability to voluntarily make arrangements that would enable residents of other portions of the development to also have access to the pool. These requirements are set forth in the applicant's proffer statement, which also includes a condition that would allow the school athletic fields, open space, and recreation amenities to count toward the 10% recreation space requirement. As depicted on the sketch plan, which is only conceptual in nature, these fields/facilities would consist of two youth soccer fields, a softball field, a playground, two basketball courts, and "other athletic uses" along with a "pedestrian/vehicle boardwalk" providing access between the school and the athletic fields. The proposed athletic field site is in a location designated for recreational amenities on the previously approved concept plan, but unlike the approved plan, the school athletic facilities would not be for the

exclusive use of those who reside in the development, which is a fairly unusual arrangement.

2. Staff estimates that the proposed reduction in the number of residential units will reduce the project's impact on total school enrollment by approximately twenty (20) students. Under the currently approved mix of unit types, staff estimates that the Marquis residential project can be expected to generate up to 258 school students, including 119 elementary school students, 62 middle school students, and 77 high school students; under the proposed mix, these estimates would fall to 107, 58, and 73 elementary, middle, and high school students respectively. The Marquis property is currently located in the attendance zone for Magruder Elementary School, Queens Lake Middle School, and Bruton High School.

As noted previously, Magruder Elementary School is currently operating near its capacity and is not capable of accommodating the elementary school students generated by this project. The same is true of Yorktown Elementary School, the nearest attendance zone to which these students could be shifted. The Marquis is one of several approved future residential developments in these two attendance zones that are expected contribute to looming elementary school capacity shortages at Magruder and Yorktown in the years ahead. This situation led the developer to proffer a school site as a condition of approval of the original rezoning from EO to PDR in 2013, and it has also led to a series of discussions between the Board of Supervisors and the School Board that culminated in the inclusion of a \$23 million elementary school construction project in the *Capital Improvements Program for FY 2017-FY 2022*. The project is envisioned initially as a 500-student school with adequately sized core facilities to allow for ultimate expansion to 700 students.

In their evaluation of the previously proffered school site and potential alternative elementary school sites, the School Division and the County noted two drawbacks about the Marquis site: its relatively small size, which was less than half the size of a typical elementary school site, and the absence of road access, or, more specifically, its location along a future road with no certainty that the road would be in place at the time of site work for and construction of the new school. The developer proposes to address these concerns by proffering 1) to provide a larger school building pad site together with a site for athletic fields and facilities, and 2) to extend Marquis Parkway to permit construction traffic associated with engineering, materials delivery, grading, and construction on the school site by a certain date. The proffered condition states that the road will be built prior to October 1, 2017 if the School Division enters into a contract for architectural design of the school by September 1, 2016, or one month later for every month or partial month of delay in entering into such a contract. Since this application will not come before the Board of Supervisors for approval before October 4, the deadline for constructing the road will likely be extended to December 1, 2017 at the earliest. (It should be noted that this application was submitted to the County before July 1 and therefore is not subject to the new state restrictions regarding residential proffers.)

3. With the elimination of the potential hotel site and the reduction in the number of housing units, the amount of traffic that would be generated by the South Pod

development can be expected to decline by almost 900 vehicle trips per day, including 53 in the AM peak hour and 65 in the PM peak hour. Traffic projections for both The Marquis North and South Pods under both the *approved* and *proposed* development scenarios are shown below.

Marquis Traffic Projections – Approved and Proposed

<u>Development Scenario</u>	<u>Average Daily Trips</u>	<u>AM Peak Hour Trips</u>	<u>PM Peak Hour Trips</u>
The Marquis as currently approved	27,858	1,219	2,780
The Marquis as proposed	26,959	1,166	2,715
Net Difference	-899	-53	-65

The development will be served by Marquis Parkway, which extends off of Route 199 (Marquis Center Parkway) and is the single point of access to the Marquis center. 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.¹ 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. Previous use permit approvals for the Marquis North Pod include a condition, still in effect, requiring the developer to submit detailed traffic count information for the Route 199/Marquis Parkway intersection to the County on an annual basis, beginning one year from the date of issuance of the next commercial Certificate of Occupancy within the North Pod, to verify that the intersection is functioning at a LOS C or better.

Operational efficiencies at this intersection and along the Route 199 corridor should be further enhanced with the planned realignment of Water Country Parkway to intersect with Route 199 directly across from Marquis Parkway, creating a full four-way intersection.

4. The subject parcel is adjacent to Naval Weapons Station Yorktown. In accordance with Section 15.2-2204.D of the *Code of Virginia*, staff sent the 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 Haebler dated August 4. The letter reiterates concerns raised by the Navy about the original rezoning of the property in October 2013. Specifically, the letter notes the property’s proximity to an Explosive Ordnance Disposal (EOD) range and an existing pistol range, both of which can generate 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 an Environmental Assessment has been completed for a new small arms range facility supporting both rifle and pistol firing that is now under construction and is expected to be in operation in 2017, and it suggests that consideration be given to “alternative

¹ 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.

site plans and project designs that account for [these] noise impacts and that will enhance residential use and enjoyment of the property.”

RECOMMENDATION

Compared to the approved concept plan for this property, the proposed plan provides for a larger and more viable school site with athletic fields while reducing the number of residential units, school students, and vehicle trips generated by the project. Staff views all of these as positive changes. The addition of athletic fields and facilities will provide more recreational options for the residents, albeit only when not being used for school or organized sports activities. Therefore, based on the considerations and conclusions as noted, staff recommends that the Commission forward this application to the Board of Supervisors with a recommendation of approval subject to the conditions set forth in proposed Resolution No. PC16-16.

TCC

Attachments:

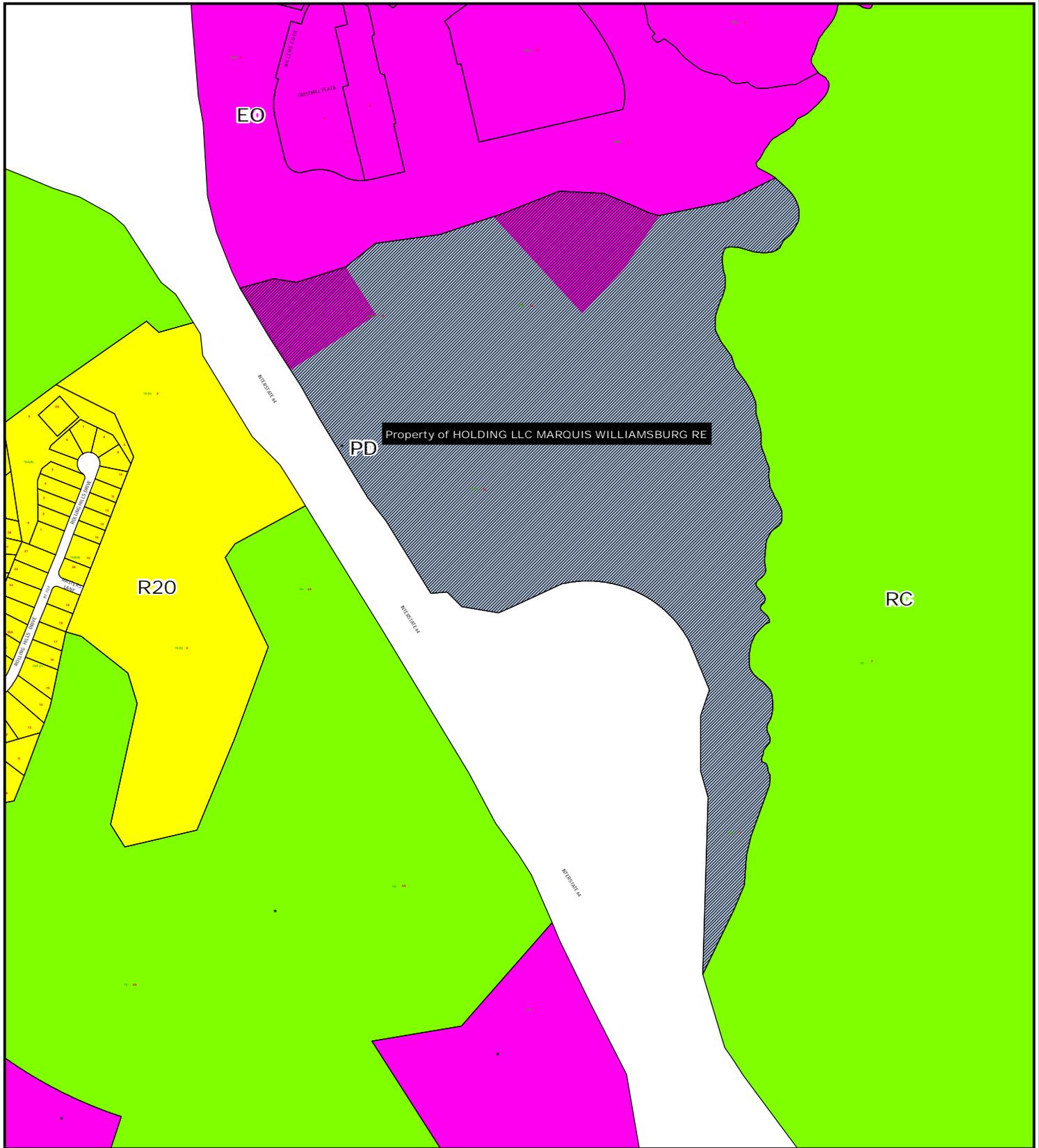
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APPLICANT
Marquis Williamsburg RE Holdings LLC

Amend proffers, master plan, & zoning for The Marquis south pod
900 MARQUIS PKY

ZONING MAP

APPLICATION NUMBER: PD-42-16



★ = Conditional Zoning

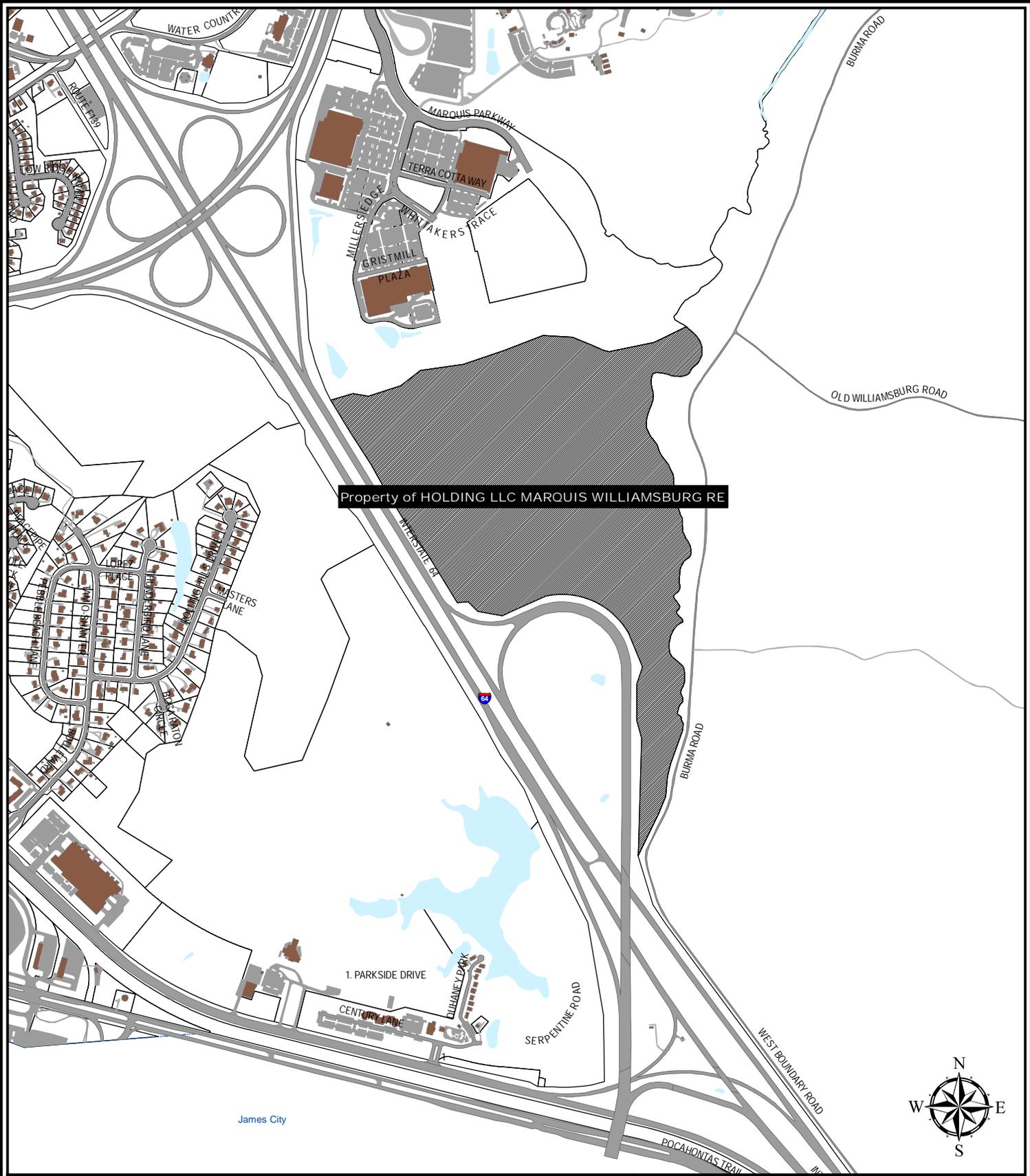


Printed on July 07, 2016



**SOURCE: YORK COUNTY
GIS PARCEL DATA and
ZONING COVERAGE**

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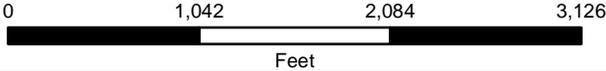


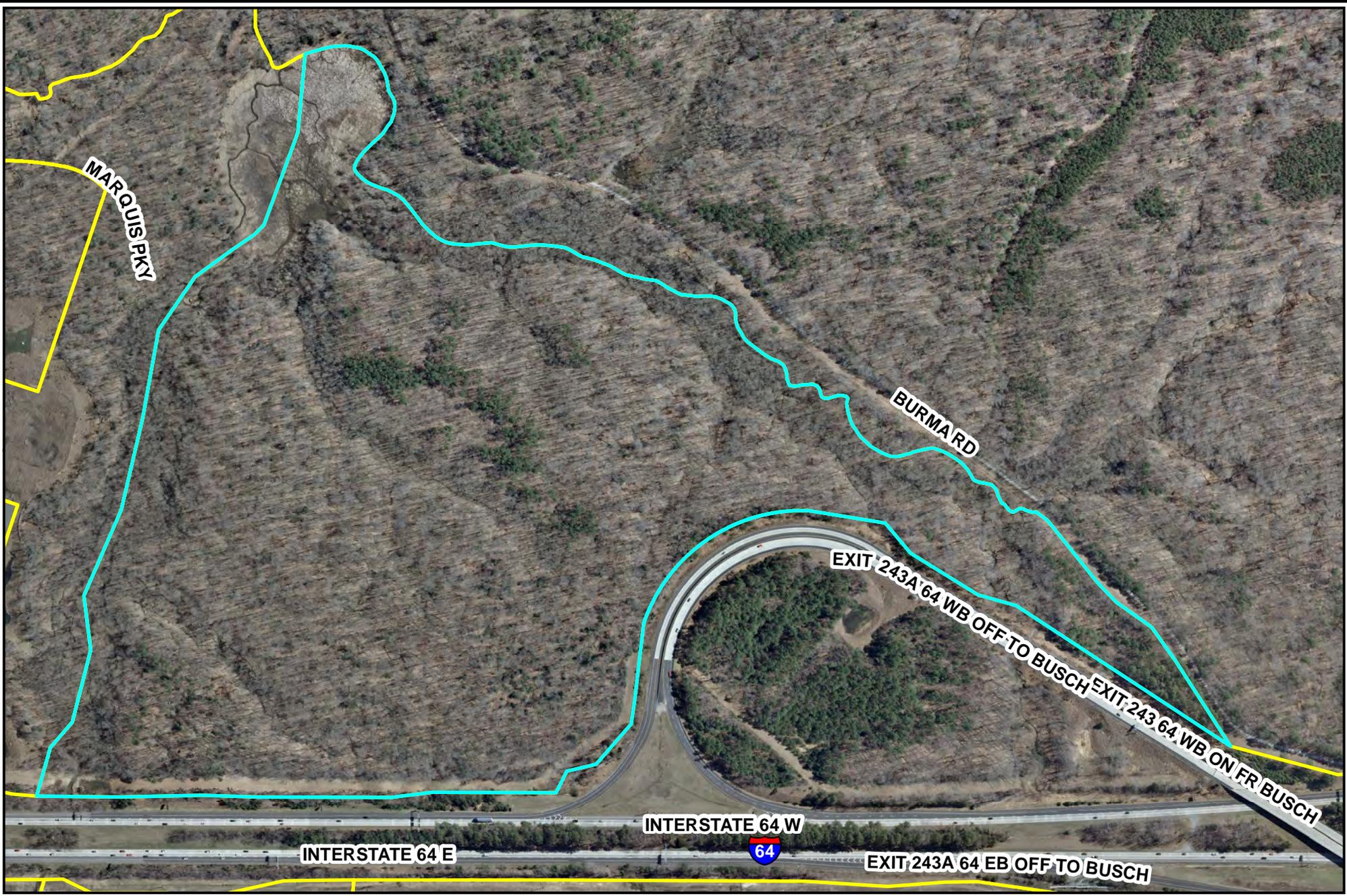
Property of HOLDING LLC MARQUIS WILLIAMSBURG RE

James City

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 information purposes. It is not
 suitable for detailed site planning.

Application No. PD-42-16





York County
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GEOGRAPHIC INFORMATION SYSTEMS
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Image Taken: March, 2013
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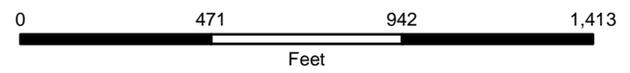
HORIZONTAL ACCURACY: +/- 2.5 feet DATUM: VA State Plane South, NAD 83
 VERTICAL ACCURACY: +/- 1 foot DATUM: NAVD 1988
 DATE OF ELEVATION INFORMATION: 2007

This map should NOT be used for engineering or other design purposes without full verification having been undertaken by a qualified surveyor.

The County of York, Virginia assumes no responsibility for the accuracy of this map or the information contained herein or derived here from. The buyer and/or user assumes all risks and liabilities whatsoever resulting from, or arising out of the use of this map.

There are no oral agreements or warranties relating to the sale and/or use of this map.

The Marquis South Pod



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*Flood Information Courtesy of:
 Federal Emergency Management Agency (FEMA) This flood data has been certified.*

JUN 29 2016

**NARRATIVE STATEMENT ACCOMPANYING
MARQUIS WILLIAMSBURG RE HOLDINGS, LLC APPLICATION**

Planning Division

JUNE 29, 2016

On November 19, 2013, the York County Board of Supervisors approved rezoning and special use permit applications designed to permit completion of the Marquis project in the county. That action of the Board of Supervisors involved changes to what is commonly referred to as the North Pod of the Marquis (containing big box retail users and commercial development) as well as the South Pod, a 112.59 acre portion of the property lying to the south of the commercial development, across Whiteman Swamp. The South Pod property was rezoned to contain a residential development containing no more than 650 dwelling units including not more than 161 single-family detached residential units.

Located within the 112.59 acre South Pod property were two areas which remained zoned EO – Economic Opportunity after the 2013 zoning approval. One of these areas consisting of 4.9143 acres lay adjacent to Interstate 64 and was proposed as a site for signage identifying the Marquis commercial development. A second area containing 6.9875 acres was proposed for a hotel.

Proffers approved in connection with the 2013 rezoning included an obligation on the part of the applicant landowner to convey an elementary school site containing seven acres to the county without consideration in order to address public school impacts generated by development of the South Pod.

In the years following the 2013 zoning, the county and the applicant have concluded that:

- Development of a hotel within the South Pod is unlikely, based upon the supply of hotel rooms in the region, the location of the hotel site, and the economic factors affecting the hotel industry.
- Signage adjacent to Interstate 64 is not presently feasible or desired by the applicant.
- The seven acre elementary school site proffered as a part of the 2013 zoning is inadequately sized for development of an elementary school with associated play areas, parking and amenities.

Accordingly, the current application seeks to amend the 2013 approved proffers principally to increase the size of the school site proffered to be conveyed to the county to a total acreage of 14.67 acres. This proffer is designed to provide 4.67 acres for athletic fields, which could be utilized not only for school activities, but also for county parks and recreation programs. The elementary school site would increase from seven to nearly ten acres.

The current zoning application further seeks to incorporate the hotel site and the signage site into the residential development planned for the South Pod, and accordingly seeks rezoning of those areas from EO (a zoning designation supporting the accessory signage and hotel) to PDR, consistent with the remainder of the South Pod.

The application provides for a decrease in the overall cap on the number of residential units to 600, increasing the number of single-family residential units permitted by 21 from 161 to 182 units.

The housing envisioned for the South Pod will be marketed to and designed for residents who desire easy access to Interstate 64 in a location conveniently sited between the greater Hampton Roads area and Richmond. Single family home purchasers would find the proximity to an elementary school, the interstate and commercial/retail businesses in the North Pod to be attractive.

The athletic facilities envisioned by York County for the Elementary School Site, substantial walking trails and 7,600 linear feet of wide sidewalks will provide an attractive amenity to residents of the South Pod who desire open areas for play and exercise.

Discussions with York County School officials have lead the applicant to agree in the submitted revised proffers to complete Marquis Parkway to the proffered Elementary School Site on or before October 1, 2017. This deadline would be extended, under the terms of the proffers, should the school system be delayed in pursuing design and construction of the Elementary School.

The proffers also take into consideration the possibility that York County might elect not to construct an elementary school on the proffered site. The applicant would retain a right of first refusal to purchase the school site from the county if it were determined that the site would not be used for an elementary school. If York County did not construct a school, but found it appropriate to construct athletic facilities on the school site, the proffers permit this arrangement. Should the county determine not to use the athletic field site proffered as a part of the amended and restated proffers, the applicant retains an option to reacquire that site for \$1.00 consideration. These terms would allow the applicant to establish recreation facilities for the South Pod on the athletic field site if the county determined not to build recreation amenities there serving the school, county parks and recreation activities and South Pod residents.

Comprehensive Plan

The York County 2013 comprehensive plan places the Marquis in the Whittaker's Mill Sub-Area and designates the area occupied by the Marquis as an Economic Opportunity designation with a Mixed Use overlay. The application to mix school and residential uses with the commercial development of the North Pod is consistent with the Mixed Use overlay designation and thus the county's 2013 comprehensive plan. The establishment of a critical mass of residences near the shopping opportunities of the North Pod has long been viewed by the developer of the Marquis as important to the success and ongoing liability of the commercial users of the Marquis.

Traffic Analysis

The uses and densities proposed within the South Pod have decreased when compared to the approved 2013 zoning, and thus the applicant incorporates by reference the traffic impact analysis prepared by Vanasse Hangen Brustlin, Inc. with application No. PD-37-13.

Fiscal Impact Analysis

Reference is made to the fiscal impact analysis submitted with the application No. PD-37-13 entitled: The Marquis Center, Commercial and Residential Impact Study, York County, Virginia, prepared by Ted Figura Consulting dated August 19, 2013, for analysis of the fiscal impacts of the proposed development.

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

THESE AMENDED AND RESTATED PROFFERS are made this 29th day of June, 2016 by and among **MARQUIS WILLIAMSBURG RE HOLDING LLC**, a Delaware limited 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) and provide as follows:

RECITALS

R-1. Marquis is the owner of certain real property (the “Property”) located within the territorial confines of the County, shown and described as “Parcel 12” on that certain plat entitled “SUBDIVISION OF THE PROPERTY OF MARQUIS WILLIAMSBURG RE HOLDING LLC” dated January 6, 2012, prepared by Vanasse Hangen Brustlin, Inc., and recorded in the office of the Clerk of the Circuit Court for the County of York as Instrument No. 120001012 (the “Plat”) which is incorporated hereof by reference.

R-2. By Ordinance No. 13-15(r) adopted by the County Board of Supervisors on November 19, 2013, the zoning of the Property was 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 as in effect at that date. The proffers accepted in connection with the above referenced rezoning and Ordinance dated November 19, 2013 are recorded in the aforesaid Clerk’s Office as instrument no. 140003742 (the “Existing Proffers”). A master plan of development of the Property (the “Existing Master Plan”) dated November 12, 2013, is on file with the office of the County Planning Division.

R-3. Marquis is also the owner of two (2) parcels or areas within the Property more particularly described as below which remain zoned EO – Economic Opportunity and which were originally planned as the site for construction of a hotel and a site for shopping center signage, but which are to be rezoned to PDR as described below. The metes and bounds description of the two (2) said parcels or areas is as follows (the “EO Areas.”):

AREA 1

Beginning at a point having Virginia State Plane South Zone Coordinates
N=3621380.9147, E=12025844.4862;

Thence, S 33° 32' 35" W, 338.00 feet to a point;

Thence, S 42° 54' 54" W, 327.09 feet to a point;

Thence, N 42° 25' 44" W, 697.76 feet to a point;

Thence, N 71° 32' 57" E, 45.25 feet to a point;

Thence, N 68° 35' 19" E, 324.70 feet to a point;

Thence, S 87° 07' 01" E, 235.21 feet to a point;

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JUN 29 2016

Planning Division

Thence, S 66° 53' 34" E, 266.21 feet to a point;
Thence, S 76° 01' 05" E, 49.10 feet to a point;
Thence, N 78° 31' 22" E, 7.77 feet, returning to the point of beginning and containing 6.9875 acres.

AREA 2

Beginning at a point having Virginia State Plane South Zone Coordinates N=3620995.4442, E=12023626.4960;

Thence, N 74° 01' 06" E, 184.13 feet to a point;
Thence, S 80° 26' 33" E, 122.90 feet to a point;
Thence, N 72° 30' 45" E, 272.04 feet to a point;
Thence, S 32° 50' 51" E, 300.00 feet to a point;
Thence, S 57° 09' 09" W, 539.15 feet to a point;
Thence, N 32° 50' 51" W, 205.58 feet to a point;
Thence, N 30° 58' 48" W, 302.94 feet, returning to the point of beginning and containing 4.9143 acres.

R-4. The Existing Master Plan depicts a site shown as “future public elementary school site” containing 7.0 +/- acres (the “Elementary School Property”) to be conveyed to the County without consideration under the terms of the Existing Proffers.

R-5. Marquis has filed an application (the “Application”) requesting that:

- a. The Existing Master Plan be revised to relocate the Elementary School Property and increase the size of the Elementary School Property to 14.43 acres +/-,
- b. Zoning of the EO Areas be amended to PDR – Plan Development Residential and that the EO Areas be incorporated into the residential development plan for the Property; and
- c. The Existing Proffers and Existing Master Plan be amended and restated.

R-6. A revised master plan (the “Revised Master Plan”) entitled “THE MARQUIS – SOUTH POD RESIDENTIAL DEVELOPMENT” made by Vanasse Hangen Brustlin, Inc., dated June 17, 2016 has been submitted to the County Planning Division for review by the County in connection with the Application. The Revised Master Plan is on file with the office of the County Planning Division.

R-7. The provisions of the County 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-8. 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 15.2-296, *et seq.*, of the Virginia Code and the County zoning ordinance, Marquis hereby agrees that if the Application is approved 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 these Amended and Restated Proffers and the Revised Master Plan. The Revised 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 County zoning ordinance and the Virginia Code, specifically including but not limited to Section 15.2-2302 of such Code. For all purposes under these Amended and Restated Proffers the EO Areas shall be included as part of the defined term the “Property.”

2. Property Owners Association(s). 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 *at 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”). 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 County zoning ordinance prior to sale of any individual dwelling unit.

3. Residential Units. There shall be no more than six-hundred (600) 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 eighty-two (182) single-family detached residential units constructed on the Property.

4. Recreation Facilities. Recreation facilities shall be developed on the Property in accordance with the County zoning ordinance, specifically including the following:

a. Pedestrian connection to The Marquis shopping center adjacent to the Property;

b. Swimming pool (resort-style or lap pool) to be located on the Apartment Parcel as identified on the Master Plan;

c. 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; and

d. Soft-surface multi-purpose trails of not less than three thousand (3,000) linear feet.

e. Sidewalks shall be provided on one (1) side of each street shown on the Revised Master Plan.

5. Public Site for Elementary School and Amenities.

a. The Elementary School Site as relocated and enlarged by the Application consists of two separate and distinct areas, described on the Revised Master Plan as: "FUTURE ELEMENTARY SCHOOL PARCEL AREA = 9.76 ACRES" ("School Site") and "FUTURE ELEMENTARY SCHOOL ATHLETIC FIELDS PARCEL AREA = 4.67 ACRES" ("Athletic Fields Site").

b. In order to address school impacts generated by development of the Property, upon request by the County Administrator, the School Site and the Athletic Fields site shall be conveyed to the County, without consideration, restricted in use as only a public elementary school with associated parking, playgrounds, fields, recreation areas and amenities compatible with the residential character of the residential development by Marquis. Lighting for the Athletic Fields Site shall be specifically permitted.

c. Marquis reserves the right to impose and maintain certain easements over and upon the Elementary School Site as deemed necessary by Marquis for the benefit of the remainder of the Property, including but not limited to a landscaped buffer between any buildings and the remainder of the Property, provided such easements are not unreasonably detrimental to the County's ability to use the Elementary School Site for its intended purposes.

d. Marquis shall transfer and assign to the County any permits, rights and/or approvals held by Marquis necessary to allow the County to construct a wetland crossing between the School Site and the Athletic Fields Site (the "Permits.") In the event that Marquis is not obligated for an reason to convey the Athletic Fields Site to the County, Marquis shall not be obligated to so transfer or assign the Permits to the County. Should Marquis exercise its rights hereunder to reacquire the Athletic Fields Site, the County shall transfer and assign to Marquis without payment or consideration any Permits previously transferred to the County as pursuant to this paragraph.

e. Marquis shall have the option to purchase the School Site from the County after conveyance of such property, or to terminate this proffer prior to conveyance of such property, which such option shall be triggered by any one of more of the following events:

i. The County or the York County School Board determines that it will not utilize the Elementary School Site for its intended purposes as an elementary school.

ii. The School Site and/or Athletic Fields Site are used or developed for any other purpose than those set forth in this instrument.

iii. The County or the York County School Board fails to confirm the School Site as the location for construction of an elementary school and/or fails to enter into an architectural contract for design of an elementary school on the School Site on or before September 1, 2017.

iv. The price paid to the County by Marquis for reacquisition of the School Site shall be the fair market value of the School Site as agreed upon by the parties. In the event of disagreement between the County and Marquis as to such fair market value, each of the County and the Marquis shall obtain at its expense an appraisal of the fair market value of the School Site, conducted by an appraiser licensed by the Commonwealth of Virginia. The consideration paid to the County by the Marquis for the School Site shall be the average of the two (2) such appraisals.

f. Marquis shall have the option to purchase the Athletic Fields Site in the event that the County or the York County School Board determines not to use such site for athletic and/or recreational facilities serving the school or County parks and/or recreation programs. In the event that Marquis exercises its option to reacquire the Athletic Fields Site the consideration paid to the County for such site shall be \$1.00.

g. In the event the County decides to sell the Elementary School Property, or any portion thereof, 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 Site, 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 fifteen (15) days, provide Marquis with a copy of such written offer, and within thirty (30) 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 thirty (30) 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 (or the Portion thereof at issue) in strict accordance with the economic terms and conditions of said offer. A default by Marquis of its obligation to purchase the Elementary School Site 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 Site 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 Site, 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.

h. Marquis may rely upon the athletic field or fields, open space or other recreation amenities on the Elementary School Site in order to meet recreation space and amenity obligations stipulated in York County Code § 24.1-361(e). Further, any bridge, walkway, trail or other crossing established by the County between the School Site and the Athletic Fields Site may be incorporated by Marquis into the trail system established pursuant to paragraph 4(d) above.

6. Construction of Roadway. Prior to October 1, 2017 and before the County shall be obligated to issue any building permit for a residential dwelling or unit, Marquis shall construct the road in the location shown approximately on the Revised Master Plan as “Marquis Parkway” from its existing terminus at or adjacent to the boundary of the Property, extending to the point at which the Elementary School Site first adjoins the purposed Marquis Parkway. Final asphalt topcoat and acceptance of the road into the state system by the Virginia Department of Transportation shall not be required, but the roadway shall be constructed and graveled or asphalted so as to permit construction traffic associated with engineering, materials delivery, grading and construction on the Elementary School Site for its intended purposes.

a. In the event that the County or the York County School Board fails to enter into a contract for architectural design of an elementary school on the School Site on or before September 1, 2016, the October 1, 2017 deadline for road construction described in this paragraph shall be extended by one (1) month for each month (or any partial month) during which no contract for architectural design exists. The County shall notify Marquis of the date of full execution of such contract within ten (10) days of its execution.

b. In the event that Marquis is not obligated to convey the Elementary School Site as provided by paragraph 5, the obligation to construct the Marquis Parkway road described in this paragraph shall be of no force or effect.

7. Pedestrian Connections to Adjacent Properties. Marquis 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.

8. Subdivision. The Property may be subdivided 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.

9. 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.

10. Severability. In the event that any clause, sentence, paragraph, subparagraph, section or subsection of these Amended and Restated 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.

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

12. Conflicts. In the event that there is any conflict between these Amended and Restated Proffers and the County 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.

13. 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 Amended and Restated Proffers and the Revised Master Plan shall be null and void.

14. 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 and Notary Clause on the following page}

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 _____, 2016 by _____ as _____ of Marquis Williamsburg RE Holding LLC, a Delaware limited liability company.

Notary Public [Affix Notarial Stamp]

My Commission expires: _____

Notary Registration No.: _____

EXHIBIT A

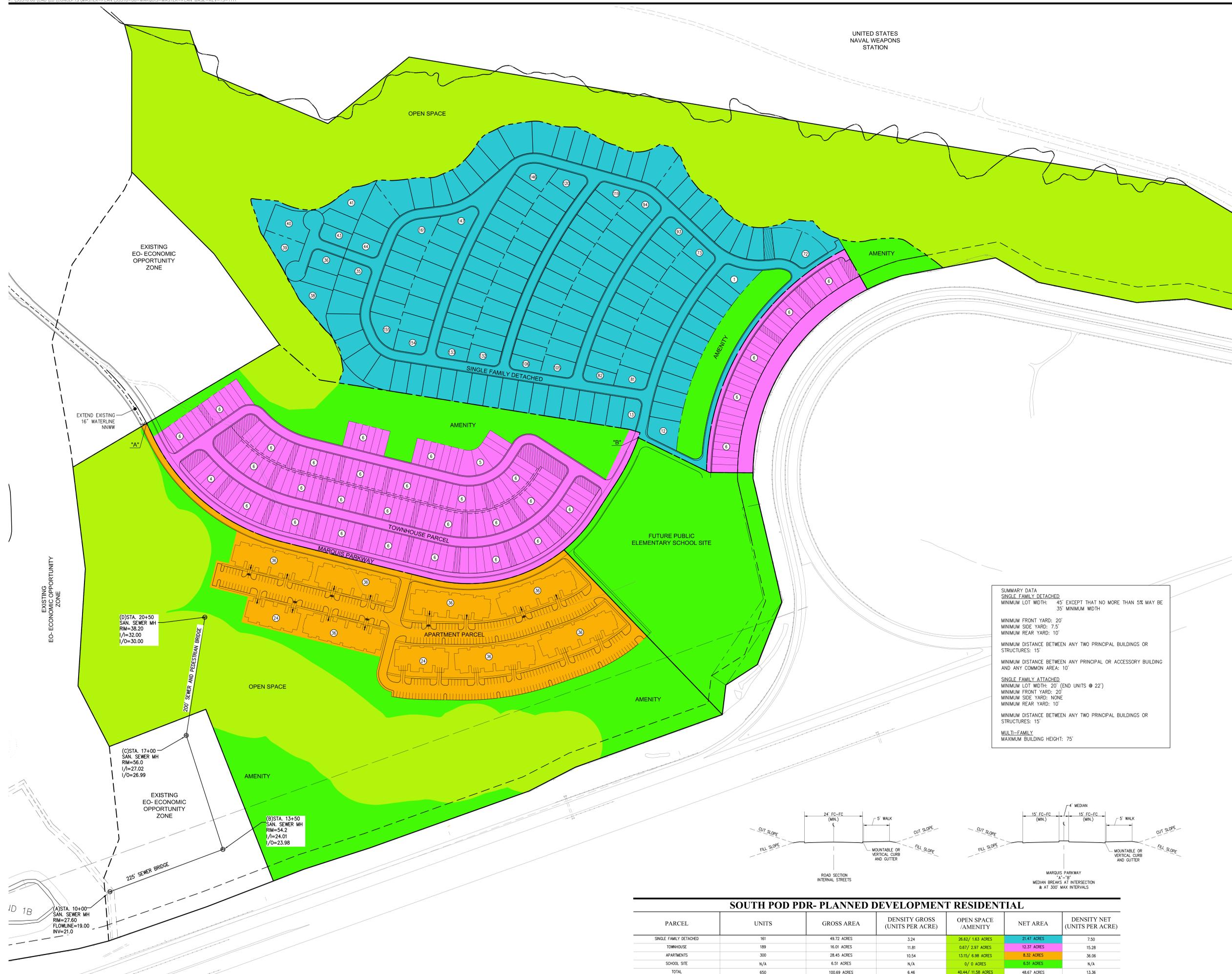
UNITED STATES
 NAVAL WEAPONS
 STATION



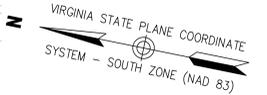
Vanasse Hangen Brustlin, Inc.

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

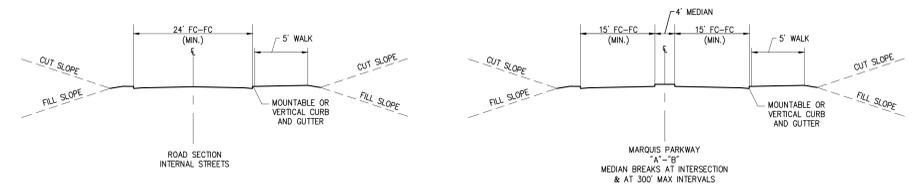
Designed by _____ Drawn by _____ Checked by _____
 CAD checked by _____ Approved by _____
 Scale: **1"=100'** Date: Nov. 12, 2013
 Project Title: _____

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



DEPARTMENT OF THE NAVY
NAVAL WEAPONS STATION YORKTOWN
160 MAIN ROAD
YORKTOWN, VA 23691-0160

5090
Ser 00/447

RECEIVED
York County

AUG 4 2016

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

AUG 15 2016

Planning Division

Dear Mr. Cross:

SUBJECT: APPLICATION NO. PD-42-16, MARQUIS WILLIAMSBURG RE
HOLDING LLC

You are currently reviewing an application submitted by Marquis Williamsburg RE Holding LLC, Application No. PD-42-16. The application seeks to amend the approved Overall Development Master Plan for The Marquis "South Pod" by relocating and enlarging the elementary school site proffered to the County by the developer in November 2013. The proposal further makes changes to residential density and types previously approved.

Naval Weapons Station Yorktown (WPNSTA Yorktown) provided comments to the original approved project in October 2013. In our previous correspondence, we raised concerns about noise impacts from several training activities that occur on board the installation. These include an Explosive Ordnance Disposal (EOD) range, which can generate up to an estimated 115 decibels peak (dbP) noise at the proposed site, and a pistol range, much closer to the site, that generates up to 104 dbP at the site, with higher noise levels along the installation fence line. I have enclosed this previous correspondence in enclosure (1) which also includes a graphic depicting the subject site in relation to the existing pistol range and the future small arms range facility.

At the time of the original approval, we noted that WPNSTA Yorktown was preparing an Environmental Assessment (EA) for a new small arms range facility supporting both rifle and pistol firing. The EA was completed in February 2015, construction is in progress, and we expect completion in the spring of 2017 and operations to start soon thereafter. We also expect the majority of the new subject development to be in an area with noise levels between 87 and 104 dbP as graphically depicted in enclosure (2), excerpted from the EA.

5090

Ser 00/447

AUG 4 2016

In our October 2013 correspondence, we recommended mitigating measures for existing noise for the subject development. With the construction of our new small arms range facility, we continue to recommend these enhancements. We do not know if the developer has incorporated recommendations to mitigate noise.

Historically, weapons 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 continue to recommend alternative site plans and project designs that account for the above noise impacts and that will enhance residential use and enjoyment of the property. My staff and I are available to answer your questions and otherwise assist you and the Planning Commission in making an informed decision.

Sincerely,



P. C. HAEBLER
Captain, U. S. Navy
Commanding Officer

Enclosure: 1. WPNSTA Yorktown CO letter dated 9 October 2013
2. Figure 4-4 excerpted from WPNSTA Yorktown EA



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

5090
Ser 00/409
October 9, 2013

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,

A handwritten signature in black ink, appearing to read 'L. D. Crow', with a long horizontal line extending to the right.

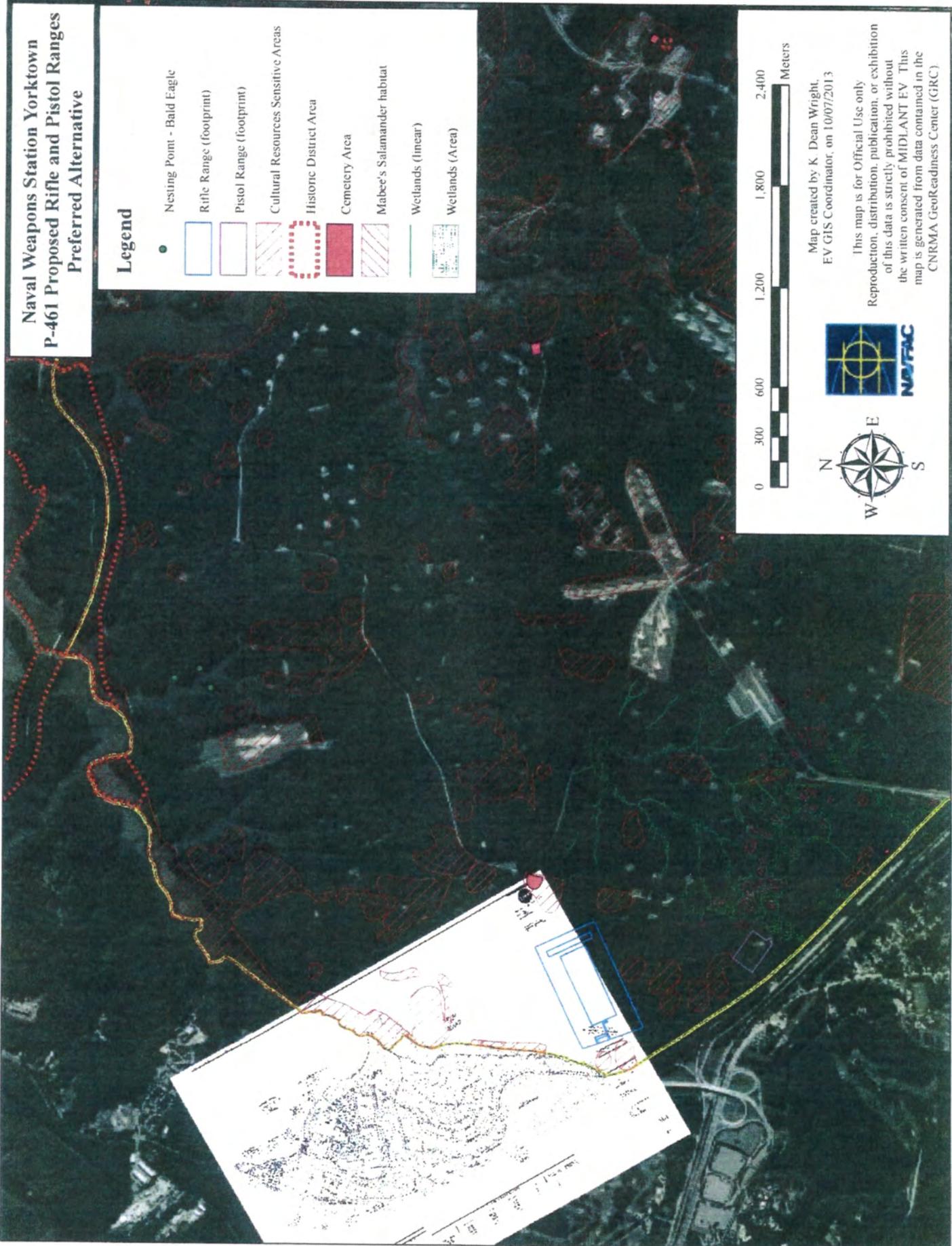
L. D. CROW
Captain, U.S. Navy
Commanding Officer

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)

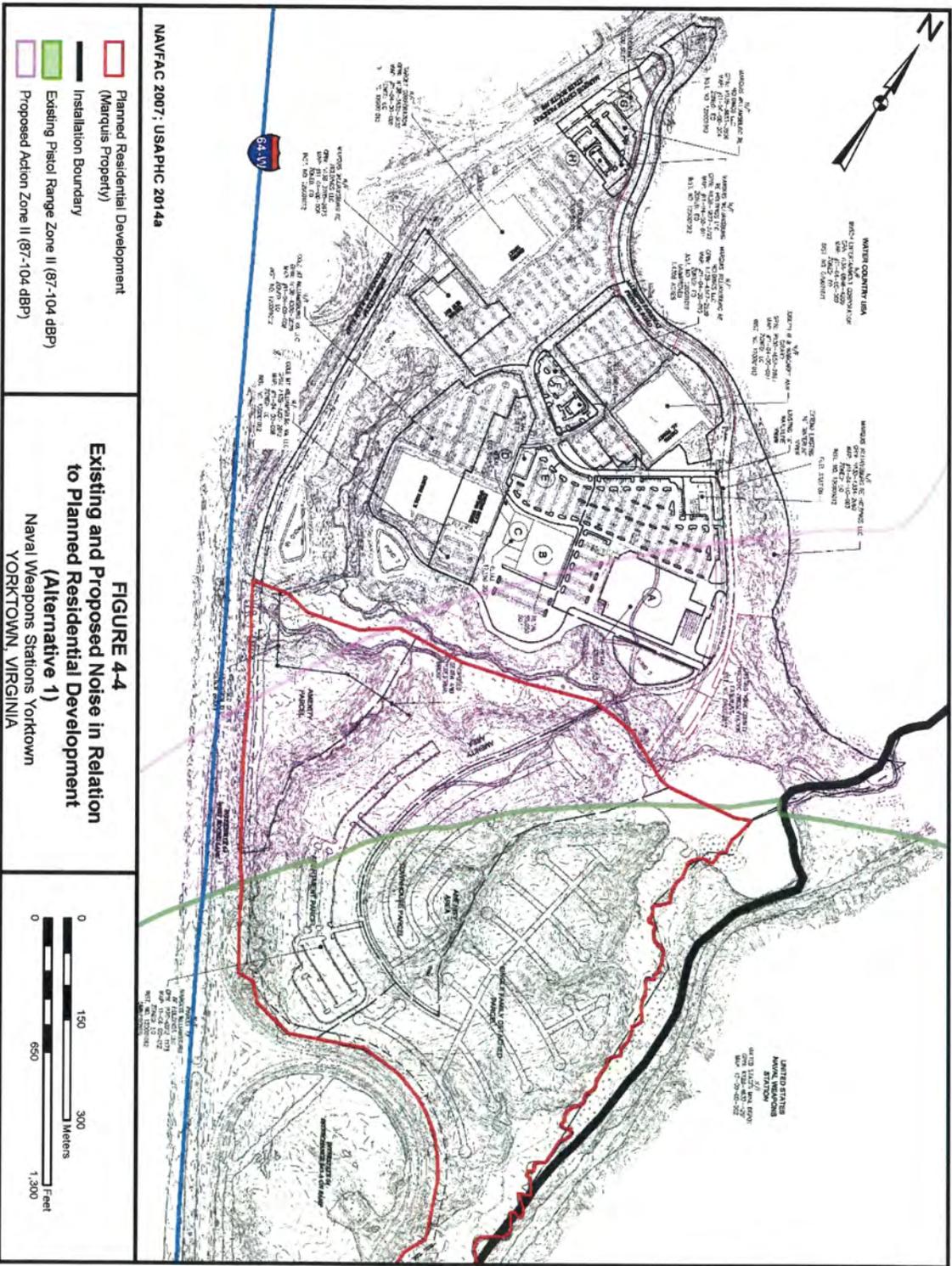


0 300 600 1,200 1,800 2,400 Meters

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



This map is for Official Use only
Reproduction, distribution, publication, or exhibition
of this data is strictly prohibited without
the written consent of MIDLANT EV. This
map is generated from data contained in the
CNRMA 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 _____, 2016:

Present

Vote

Glenn A. Brazelton, Chair
Montgoussaint E. Jons, Vice Chair
Donald H. Phillips
Michael S. King
Richard M. Myer, Jr.
Melissa S. Magowan
Robert W. Peterman

On motion of _____, which carried ____, the following resolution was adopted:

A RESOLUTION TO RECOMMEND APPROVAL OF AN APPLICATION TO REZONE APPROXIMATELY 11.9 ACRES OF A 112.6-ACRE PARCEL LOCATED AT 900 MARQUIS PARKWAY FROM ECONOMIC OPPORTUNITY TO PLANNED DEVELOPMENT RESIDENTIAL AND TO AMEND PREVIOUSLY APPROVED CONDITIONS OF APPROVAL APPLICABLE TO THE REFERENCED PARCEL

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 ____, 2016, that Application No. PD-342-16 be, and it is hereby, forwarded 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) two portions, with a combined area of approximately 11.9 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:

Area 1

Beginning at a point having Virginia State Plane South Zone coordinates N=3621380.9147, E=12025844.4862; Thence S 33° 32' 35" W, 338.00 feet to a point; Thence S 42° 54' 54" W, 327.09 feet to a point; Thence N 42° 25' 44" W, 697.76' feet to a point; Thence N 71° 32' 57" E, 45.25 feet to a point; Thence N68° 35' 19" E, 324.70 feet to a point; Thence S 87° 07' 01" E, 235.21 feet to a point; Thence S 66° 53' 34" E, 266.21' feet to a point; Thence S 76° 01' 05" E, 49.10' feet to a point; Thence N 78° 31' 22" E 7.77 feet, returning to the point of beginning and containing 6.9875 acres.

Area 2

Beginning at a point having Virginia State Plane South Zone coordinates N=3620995.4442, E=12023626.4960; Thence N 74° 01' 06" E, 184.13 feet to a point; Thence S 80° 26' 33" E, 122.90 feet to a point; Thence N 72° 30' 45" E, 272.04 feet to a point; Thence S 32° 50' 51" E, 300.00 feet to a point; Thence S 57° 09' 09" W, 539.15 feet to a point; Thence N 32° 50' 51" W, 205.58 feet to a point; Thence N 30° 58' 48" W, 302.94 feet, returning to the point of beginning and containing 4.9143 acres.

BE IT FURTHER RESOLVED that development of the above-referenced parcel identified as Assessor's Parcel No. 11-4-12 (GPIN I13c-0012-1173) and containing approximately 112.6 acres 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 Division of Development Services 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~~June 28, 2016.

- c) The maximum number of residential units shall be ~~650~~600, including ~~approximately 300~~up to 418 apartments, ~~189 townhouses~~, and not more than ~~161~~182 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') for 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 referenced 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 and 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–AMENDED AND RESTATED PROFFERS” dated ~~November 13, 2013~~June 29, 2016 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.