

RESOLUTION

CASE NO. SUP-32-06/MP-11-06 PRIME RETAIL MASTER PLAN AMENDMENT

- WHEREAS, the Board of Supervisors of James City County has adopted by ordinance specific land uses that shall be subjected to a special use permit (SUP) process; and
- WHEREAS, Mr. Greg Davis has applied on behalf of Prime Retail, L.P., for an SUP to allow an expansion of approximately 49,402 square feet on existing and adjacent sites; and
- WHEREAS, Mr. Greg Davis has also applied to amend the existing conditions of approval of James City County Case Nos. SUP-4-06 and MP-1-06; and
- WHEREAS, the conditions listed below replace and supersede the conditions of approval of James City County Case No. SUP-4-06; and
- WHEREAS, the proposed expansion is shown on the Master Plan prepared by LandMark Design Group, dated February 20, 2007, and entitled "Master Plan Prime Retail Phases I-VIII" and the "Master Plan" and references to phases below refer to phases shown on the Master Plan;
- WHEREAS, the property is located on land zoned B-1, General Business, with proffers that can be further identified as Parcel Nos. (1-28), (1-29), (1-33A), (1-33D), (1-33E), (1-33F), and (1-33G) on James City County Real Estate Tax Map No. (33-1) and on land zoned B-1, General Business, that can be further identified as Parcel No. (1-2) on James City County Real Estate Tax Map. No. (33-3); and
- WHEREAS, the Planning Commission of James City County, following its public hearing on March 7, 2007, recommended approval of this application by a vote of 7-0.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of SUP-32-06 as described herein with the following conditions:

Conditions Applicable to all Phases of Prime Retail

1. This SUP shall be valid for the approximately 134,743 square feet expansion of Prime Retail Phases 7 & 8. The total gross building area shall not exceed 567,666 square feet as shown on Master Plan Titled "Prime Retail Phases I-VIII" dated February 20, 2007, and prepared by LandMark Design Group (The "Master Plan").
2. Development of the site shall be generally in accordance with the above-referenced Master Plan and any questions as to compliance shall be determined by the Development Review Committee (DRC). Minor changes may be permitted by the DRC, as long as they do not change the basic concept or character of the development. This SUP and these conditions shall supersede the existing conditions of approval of James City County Case No. SUP-4-06, and prior SUP conditions affecting the Prime Retail development.

3. Any new exterior site lighting shall be limited to fixtures, which are horizontally mounted on light poles not to exceed 30 feet in height and/or other structures and shall be recessed fixtures with no bulb, lens, or globe extending below the casing. The casing shall be opaque and shall completely surround the entire light fixture and light source in such a manner that all light will be directed downward and the light source is not visible from the side. No glare, defined as 0.1 footcandle or higher, shall extend outside the property lines (with the exception of entrance lighting required herein). The use of temporary flood lighting shall be prohibited unless written approval is obtained by the Planning Director for use during a special event.
4. Prior to any final site plan approval for future expansion, all new and existing dumpsters shall be: a) in locations approved by the Planning Director; and b) screened by landscaping or fencing as approved by the Planning Director. Said information shall be submitted on a single plan.
5. Prior to issuance of any Certificate of Occupancy for any expansion, the owner shall complete the following: 1) internal driveways shall be designated as "One Way" traffic only, where applicable; 2) fire lane shall be properly marked in accordance with the Virginia Statewide Fire Prevention Code as modified by Chapter 9 of the James City County Code; and 3) the owner shall install signage for the rear parking lots and service drives clearly indicating the existence of additional parking spaces for customers and employees. Prior to installation of any new signage, the owner shall prepare and submit a comprehensive signage plan for review and approval by the Planning Director.
6. Permanent lighting shall be maintained for all entrances, as shown on the Master Plan, from the property onto Richmond Road and Olde Towne Road. The specific location, adequacy, and design of all lighting fixtures shall be approved by the Planning Director. No lighting fixture shall exceed a height of 30 feet from existing grade.
7. If construction has not commenced on this project within 36 months from the issuance of this SUP, the SUP shall become void. Construction shall be defined as obtaining permits for building construction and footings and/or foundation has passed required inspections.
8. This SUP is not severable. Invalidation of any word, phrase, clause, sentence, or paragraph shall invalidate the remainder.

Conditions Specific to the Phase 5A Expansion

1. Landscaping planters (the type and size of planters to be specified by the landscaping plan) along the entire store frontage of the Phase 5A Expansion as shown on the Master Plan, shall be approved by the Planning Director or his designee prior to final site plan approval for any future expansion. The planters shall be installed prior to issuance of any final Certificate of Occupancy for any future expansion.
2. Owner has installed a 35-foot-wide transitional buffer planted along the northern most property line adjacent the 5A expansion. This area has been planted and shall be maintained at 133 percent of the numerical standards found in Section 24-94 of the James City County landscape ordinance, and with an emphasis on evergreen shade and understory trees as determined by the Planning Director. The fence installed in this

area shall be a maximum of eight feet high, shall be maintained with a vinyl coating, and shall be either black or green in color. Furthermore, the fence shall be maintained with a setback from the property line of at least three feet.

Conditions Specific to the Phases 7 & 8 Expansions

1. Prior to any final site plan approval for the Phase 7 & 8 expansions (Building B, C, D or E as shown on the Master Plan), a mass transit plan in accordance with Section 25-59(f) of the James City County Code shall be approved by the Planning Director for Prime Retail. The plan, at a minimum, shall include a replacement bus transfer stop for Williamsburg Area Transit, or its successor, currently located in the Ewell Station Shopping Center. Installation of all bus stops, shelters, and other items approved as part of the mass transit plan shall be completed prior to issuance of any temporary or final Certificate of Occupancy for the Phase 7 & 8 expansions.
2. Prior to any final site plan approval(s) for the Phase 7 & 8 expansions (Building B, C, D or E as shown on the Master Plan), the Planning Director shall review and approve the final architectural design of the building(s) prepared as part of the Phase 7 & 8 expansions, including exterior architectural modifications to the existing Ewell Station Shopping Center. Such building(s) shall be reasonably consistent, as determined by the Planning Director, with the architectural elevations titled, "Concept Elevations, Drawings Nos. 1, 2, and 3," submitted with this SUP application dated October 23, 2006, and associated designs shall include a screening plan for exterior items identified by the Planning Director, including but not limited to mechanical systems, utility meters, and condenser units.
3. The property owner shall achieve LEED (Leadership in Energy and Environmental Design) certification as set forth in the U.S. Green Building Council's (USGBC) Rating System for the LEED certification program. Alternatively, for the Phases 7 & 8 expansions, the property owner shall use "green building" techniques consistent with the USGBC or a similar organization's guidelines, as approved by the Director of Planning. Green building techniques may include recycling waste material from the demolition of the existing hotel and vehicular cut-through, using Certified Wood from renewable sources for all new construction, recycling groundwater for irrigation of landscaping, and requiring the use of environmentally preferable cleaning products. Documentation of such certification or green building practices shall be provided to the Director of Planning upon his request.
4. Prior to any final site plan approval(s) for the Phase 7 & 8 expansions (Building B, C, D or E as shown on the Master Plan), a landscape plan for the existing Ewell Station building, including foundation landscaping in accordance with Section 24-94 of the James City County Code and consistent with existing Phases 1 through 3, shall be approved by the Planning Director or his designee. Such landscaping shall be installed or bonded prior to any Certificate of Occupancy being issued for Building B (as shown on the Master Plan).
5. Site plans for the Phase 7 & 8 expansions (Buildings B, C, D and E as shown on the Master Plan) shall include landscape plans in accordance with Section 24-94 of the James City County Code and consistent with existing Phases 1 through 3, subject to the approval of the Planning Director.

6. Landscaping shall be installed or bonded, prior to issuance of any Certificate of Occupancy for Building D (as shown on the Master Plan), along the entire Richmond Road frontage of the existing and expanded Prime property that exceeds plant material size requirements in Section 24-90 of the James City County Code by 125 percent. Additionally, landscaping along Richmond Road shall include a hedgerow, a minimum of 42 inches in height to screen those existing parking areas that encroach on the 50-foot Community Character Corridor buffer per Sections 24-96 and 24-97 of the James City County Code. Such landscaping shall be included on the site plan for Building, D, as shown on the Master Plan), and subject to approval by the Planning Director.
7. Landscaping shall be installed or bonded prior to any Certificate of Occupancy for Building B (as shown on the Master Plan), along the Olde Towne Road frontage that meets Sections 24-95 and 24-96 of the James City County Code. Such landscaping shall be included on the site plan for Building B (as shown on the Master Plan), and subject to approval by the Planning Director.
8. The owner shall install two pedestrian promenades with landscaping, as generally shown on the Master Plan. A detailed landscaping plan for the promenades shall be included on the site plan for the parking lot immediately surrounding each promenade and be subject to the review and approval of the Planning Director. The pedestrian promenade and the landscaping for the promenade generally connecting the existing Ewell Station to proposed Building B (as shown on the Master Plan) shall be installed prior to any Certificate of Occupancy being issued for Building B (as shown on the Master Plan). The pedestrian promenade and the landscaping for the promenade generally connecting proposed Buildings D and E (as shown on the Master Plan) shall be installed prior to any Certificate of Occupancy being issued for Building D (as shown on the Master Plan).
9. Prior to the issuance of any final Certificate of Occupancy for the Phase 7 & 8 expansions (Building B, C, D or E as shown on the Master Plan), lighting shall be installed for the existing entrances from the property onto Olde Towne Road as shown on the Master Plan. The specific location, adequacy, and design of all lighting fixtures shall be approved by the Planning Director. No lighting fixture shall exceed a height of 30 feet.
10. Prior to any final site plan approval for the Phase 7 & 8 expansions (Building B, C, D or E as shown on the Master Plan), the owner shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority (JCSA) and subsequently for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of irrigation systems and irrigation wells, the use of approved landscaping materials including the use of drought tolerant plants where appropriate, and the use of water conserving fixtures and appliances to promote the intent of this condition which is to conserve water and minimize the use of public water resources to the greatest extent possible, per the Water Conservation Guidelines approved by the Board of Supervisors, June 25, 2002.
11. Irrigation wells shall be prohibited for the development, unless approval is granted by the JCSA General Manager. In the event such approval is granted, wells shall only withdraw from the Aquia or the Potomac Aquifers.

12. Prior to issuance of any final Certificate of Occupancy for the Phases 7 & 8 expansions, the owner shall submit Record Drawings to the JCSA for acceptance of the water and sanitary sewer system improvements.
13. The approved site plan for the Phase 7 expansion shall reflect the following stormwater management facility improvements:
 - a. PC-186 (located along Olde Towne Road): Infiltration capacity shall be added in accordance with approved James City County Site Plan (SP) 110-02, or equivalent measures provided, as approved by the Environmental Director;
 - b. PC-124 (located along Olde Towne Road): Shall be retrofitted to improve water quality in accordance with approved James City County SP-110-02, or equivalent measures provided, as approved by the Environmental Director;
 - c. PC-036 (behind the existing Food Lion): Shall be retrofitted to incorporate water quality treatment as approved by the Environmental Director; and
 - d. Pretreatment measures shall be incorporated into development plans as approved by the Environmental Director. At least two pretreatment systems shall be used for PC-036 and PC-066.

The sequence of construction shall be approved by the Environmental Director but under no circumstances shall the aforementioned stormwater facilities be completed later than the issuance of any Certificate of Occupancy representing approximately 75 percent occupancy of the Phase 7 expansion (Buildings C, D and E as shown on the Master Plan).

14. Stormwater facility PC-055 (along Richmond Road) shall be modified to incorporate water quality and increased water quantity control as approved by the Environmental Director as part of the site plan reflecting improvements to PC-066.
15. The existing stormwater management facilities PC-066 and PC-036 serving the property shall be reconstructed to permit ground level parking of approximately 493 spaces co-located in, atop and around such facility, as generally depicted on the Master Plan.

The reconstruction of PC-066 shall be reflected on the site plan for and be completed as part of Phase 7 (Buildings C, D, and E) as shown on the Master Plan. Said site plan shall also reflect improvements to PC-055 as described in Condition No. 13.

Prior to issuance of any Certificate of Occupancy for Building D, the above-referenced stormwater facilities/parking reconstruction shall be completed or surety shall be provided in an amount acceptable to the Environmental Director and in a form acceptable to the County Attorney. Said amount shall include any related engineering costs necessary to produce final approval of plans and to complete construction of said project.

Reconstruction shall be in accordance with all applicable stormwater management ordinances and regulations, and subject to approval by the Environmental Director. Specifically, PC-066 shall be modified to meet the current County requirements for both water quality and channel protection, and PC-036 shall be modified to incorporate water quality protection. The parking reconstruction shall be implemented unless the

Environmental Director determines that it cannot be achieved: a) due to engineering constraints; b) due to environmental, stormwater management, or other regulations, ordinances or laws; or c) that the reconstruction cannot be achieved using soil-covered RainTank (R) devices and pervious concrete or equivalent underground stormwater storage units and pervious cover approved by the Environmental Director.

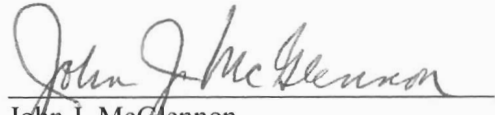
In the event the parking reconstruction is not implemented as described above, the Owner shall perform and submit a Parking Study, the methodology and parameters of which are subject to approval of the Planning Director. Said study shall be approved by the Board of Supervisors, upon recommendation of the Planning Commission, prior to any site plan approval for the last three buildings to be constructed (Building B, C or E as shown on the Master Plan). Specific elements of the study shall include: the identification of the existing parking inventory for Prime Outlets at the time of analysis, the occupancy rate of parking inventory for Prime Outlets for identified periods of analysis, an employee parking analysis, and improvement recommendations. Said site plans shall incorporate approved improvement recommendations and be constructed or bonded prior to any Certificate of Occupancy being issued for Buildings B, C, or E (as shown on the Master Plan).

16. Pervious concrete shall be used as the finish material above PC-036 and PC-066, and in all other locations shown on the Master Plan. Furthermore, pervious concrete may be used in place of turf-stone surfaces as identified on the Master Plan, subject to approval by the Environmental and Planning Directors. Installation of said material in all locations shall include at least six inches of gravel underlayment; all other design specifications are subject to the approval of the Environmental Director.
17. The following road improvements are subject to approval by VDOT and the Planning Director, and shall be made prior to the issuance of any Certificate of Occupancy for any of the proposed additional buildings in the Phase 7 & 8 expansions (Building B, C, D or E as shown on the Master Plan):
 - a. Install dual exclusive left-turn lanes with 350 feet of storage and a 400-foot taper on westbound Richmond Road at Olde Towne Road.
 - b. Widen southbound section of Olde Towne Road from Richmond Road to the first shopping center entrance (“Bowling Alley entrance”) to two full-width lanes, creating two receiving lanes for the dual left-turn lanes referenced in Condition (a) above. The outside lane will be a right-turn “drop” lane and the inside lane shall serve as a through travel lane.
 - c. Install an exclusive left-turn lane with a minimum of 200 feet of storage and 200-foot taper on eastbound Richmond Road at Olde Towne Road to accommodate U-turn movement from eastbound Richmond Road to westbound Richmond Road. Install necessary traffic signal equipment to accommodate the U-turn movement with a protected left-turn phase at the intersection, and install appropriate signage, subject to VDOT approval.
 - d. Provide a signal-timing plan and necessary traffic signal equipment at the Richmond Road/Olde Towne Road intersection to accommodate proposed lane configurations and identified new traffic movements.

- e. Remove sections of asphalt or otherwise modify the existing continuous right-turn lane on eastbound Richmond Road, subject to approval by VDOT and the Planning Director.
18. Concurrent with the closing of the existing Mikasa entrance (pursuant to a separate agreement between the Owner and the County), the existing inside exclusive left-turn lane from westbound Richmond Road at the Mikasa entrance shall be removed by the owner and the existing left-turn lane from westbound Richmond Road at the western Prime entrance shall be modified by the owner such that the outside westbound left-turn lane consists of a minimum of 350 feet of storage and a 200-foot taper, subject to review and approval by VDOT and the Planning Director.
19. The Owner shall provide signal timing plans (AM, Midday, PM, seasonal peak period, Saturday Midday) and intersection level of service analysis for the Richmond Road corridor from Airport Road to the western signalized entrance to the property to best optimize traffic progression. Such plans shall be subject to the review and approval of the Planning Director and VDOT, and shall be submitted no earlier than six months and no later than 12 months after the completion of all road improvements set forth in subsections (a) through (e) of Condition No. 16 and approved prior to the issuance of the Certificate of Occupancy representing approximately 90 percent occupancy of Phase 7 (Buildings C, D and E, as shown on the Master Plan). The Owner shall construct any improvements identified in such plans prior to any Certificate of Occupancy being issued for Phase 8 (Building B as shown on the Master Plan).
20. A Signal Warrant Analysis for the Olde Towne Road/Shopping Center entrances shall be submitted and approved by VDOT and the Planning Director prior to issuance of any Certificate of Occupancy representing approximately 75 percent occupancy of the entire expansion (Buildings B, C, D and E as shown on the Master Plan), provided said Certificate of Occupancy is requested within 30 months of the approval of this SUP. The Planning Director may require said analysis 24 months after the approval of this SUP and again prior to issuance of the Certificate of Occupancy representing approximately 75 percent occupancy of the entire expansion (Buildings B, C, D and E as shown on the Master Plan). The analysis shall satisfy VDOT Standard Signal Warrant Analysis requirements, subject to approval by VDOT and the Planning Director. Should traffic signal warrants be met, Owner shall provide a signal-timing plan, traffic signal(s), and necessary traffic signal equipment (including that associated with cross-coordination of traffic signals and pedestrian equipment and facilities) at the Olde Towne Road shopping center entrance(s) in a manner acceptable to VDOT and the Planning Director. Furthermore, Owner shall provide signal-timing plans (AM, Midday, PM, seasonal peak period, Saturday Midday) such that the potential traffic signal(s) shall be coordinated with the Richmond Road/Olde Towne Road traffic signal, subject to the approval of VDOT and the Planning Director. Such signal(s) and coordination improvements shall be guaranteed by surety prior to issuance of any building permit for the final phase of expansion (Building B, C, D or E as shown on the Master Plan).
21. Upon completion of the first building to be constructed (Building B, C, D or E as shown on the Master Plan), and the vehicular access through the existing Phase I, as shown on the Master Plan, Owner shall provide an evaluation of potential access driveway closures or implementable access management strategies along Richmond

Road and Olde Towne Road. Said evaluation shall be subject to the approval of VDOT, the Planning Director, and the Development Review Committee prior to any Certificate of Occupancy for the final phase of expansion (Building B, C, D and E as shown on the Master Plan). Such improvements shall be guaranteed by surety prior to issuance of a building permit for the final phase, as described above.

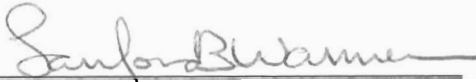
22. Prior to any Certificate of Occupancy being issued for Phase 7 (Buildings C, D and E as shown on the Master Plan), the Owner shall install the vehicular access identified on the site plan submitted for the previous Phase 6 expansion (SP-133-05, or subsequent approved amendments to said plan). Two-way traffic shall be accommodated between this vehicular access and the expanded parking above reconstructed PC-066.
23. The demolition of a portion of Phase 1 behind the proposed Building D, as shown on the Master Plan, shall be completed and vehicular access provided between the existing Prime property and the proposed expansion (identified as Phases 7 & 8 on the Master Plan) no later than six months after the first Certificate of Occupancy is issued for Building D, as shown on the Master Plan.
24. The Owner shall, prior to final site plan approval, pay to the County the sum of \$200,000 representing costs to be incurred by the County in engineering, design, and construction work for stream restoration and mitigation of impacts of stormwater runoff into the Chisel Run tributary of Powhatan Creek. The restoration and/or mitigation work necessary shall be determined in the discretion of the County Environmental Director, and may include but not may not be limited to the following:
 - a. Restoration of degraded stream channel and stabilization of the channel for a distance of approximately 250-linear feet adjacent to the Scott's Pond subdivision, which channel degradation and instability may be attributed in part to BMP PC-069; and
 - b. restoration of degraded stream channel and stabilization of the channel for a distance of approximately 250-linear feet in an area located off Chisel Run Road, which channel degradation and instability may be attributed in part to BMP outfalls and unregulated outfalls downstream from the Prime Outlets site but upstream from the site of stream damage.
25. Approval of this SUP shall not invalidate the Ewell Station Shopping Center Phase 2 site plan titled "SP-110-02." SP-110-02 shall be invalidated when construction is commenced pursuant to any site plan associated with this SUP. Construction shall be defined as obtaining permits for building construction and footings and/or foundation that has passed required inspections.



John J. McGlennon
Chairman, Board of Supervisors

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

ATTEST:



Sanford B. Wanner
Clerk to the Board

Adopted by the Board of Supervisors of James City County, Virginia, this 10th day of April,
2007.