

**COUNTY OF ALBEMARLE
PLANNING STAFF REPORT SUMMARY**

Project Name: ZMA 08-03 Albemarle Place	Staff: Claudette Grant
Planning Commission Public Hearing: June 22, 2010	Board of Supervisors Public Hearing: To Be Determined
Owners: Albemarle Place EAAP, LLC c/o Tom Gallagher	Applicant: Albemarle Place EAAP, LLC c/o Tom Gallagher and represented by Valerie Long
Acreage: 64.694 and 0.3404 acres	Rezone from: NMD, Neighborhood Model (64.694 acres) and C-1 Commercial (0.3404 acres) to NMD
TMP: Tax Map Parcel(s) 061W0-03-00-019A0, 061W0-03-00-019B0, 061W0-03-00-02300, 061W0-03-00-02400, 061W0-03-00-02500 (See Attachments A and B)	By-right use: Residential (3 – 34 units/acre) mixed with commercial, service and industrial uses and retail sales and service uses.
Magisterial District: Jack Jouett	Proffers: Yes
Proposal: Rezone 64.694 acres from Neighborhood Model (NMD) zoning district to Neighborhood Model (NMD) and rezone 0.3404 acres from Commercial (C-1) to Neighborhood Model (NMD) to amend the original proffers and Code of Development.	Requested # of Dwelling Units: 700 - 800
DA (Development Area): Neighborhood 1	Comp. Plan Designation: Regional Service
Character of Property: Primarily vacant and undeveloped, the property is located in the northwest corner of the Route 29 North and Hydraulic Road intersection.	Use of Surrounding Properties: The surrounding properties provide a variety of uses, including post office, residential, shopping centers, and industrial.
Factors Favorable: <ol style="list-style-type: none"> 1. The proposal makes administration of regulations, such as uses, easier to follow. 2. The rezoning is consistent with the Land Use Plan. 	Factors Unfavorable: <ol style="list-style-type: none"> 1. The proffers need to be technically accurate. 2. There are a few outstanding issues that need to be resolved regarding Appendix A in the Code of Development.
RECOMMENDATION: Staff recommends approval of this rezoning provided that the proffers (See Attachment C) are revised to be technically and legally acceptable prior to the Board of Supervisors public hearing and that the outstanding issues in the Code of Development are revised. Staff also recommends approval of three modifications of the requirements of Section 4.15, Sign Regulations in the Albemarle County Zoning Ordinance.	

STAFF PERSON:
PLANNING COMMISSION:
BOARD OF SUPERVISORS:

Claudette Grant
June 22, 2010
To Be Determined

ZMA 2008- 003 Albemarle Place

PETITION

PROJECT: ZMA 2008-003, Albemarle Place

PROPOSAL: Rezone 64.694 acres from Neighborhood Model (NMD) zoning district which allows residential (3 - 34 units/acre) mixed with commercial, service and industrial uses to Neighborhood Model (NMD) to amend the original proffers; and rezone 0.3404 acres from Commercial (C-1) retail sales and service uses to Neighborhood Model (NMD) with the proffers.

PROFFERS: Yes

EXISTING COMPREHENSIVE PLAN LAND USE/DENSITY: Regional Service - regional-scale retail, wholesale, business and/or employment centers, and residential (6.01-34 units/acre) in Neighborhood 1.

ENTRANCE CORRIDOR: Yes

LOCATION: In the northwest corner Hydraulic Road (Rt. 743) and Seminole Trail (US 29) in Neighborhood 1.

TAX MAP/PARCEL: 061W0-03-00-019A0, 061W0-03-00-019B0, 061W0-03-00-02300, 061W0-03-00-02400, 061W0-03-00-02500

MAGISTERIAL DISTRICT: Jack Jouett

CHARACTER OF THE AREA

While most of the subject site is vacant and undeveloped, it is surrounded by a developed community. The site fronts on Route 29, a major arterial road. There are several commercial establishments located in the vicinity as well as residential neighborhoods. Two small intermittent streams flow across the site. The site is heavily wooded and has some hilly terrain.

SPECIFICS OF THE PROPOSAL

The applicant is requesting to make several modifications to the originally approved proffers in order to make the project more feasible to develop. See the proffer section later in this report for a detailed analysis.

The applicant also recently purchased the adjacent site located at the northwest corner of the intersection of Route 29 and Hydraulic Road. The 7-11 convenience store is currently located on the site. As described in the proffers, this (7-11) site will be primarily used for road improvements at the intersection. The 7 -11 property is currently zoned C-1, commercial district and the applicant would like to rezone the parcel to NMD, neighborhood model, so it will be consistently zoned with the rest of the Albemarle Place project. The applicant requested this site be included in the proffers and rezoning request.

A modification of Appendix A – Permitted/Prohibited Uses by Block located in the Code of Development is also being requested. Several changes have occurred to the Zoning Ordinance since the original rezoning was approved. Changes to the use table are being requested in order to update the allowed/prohibited uses in this development. This will be critical as the owners pursue tenants for the site. Details of this are located in the Code of Development analysis section found later in this staff report.

The applicant is also requesting a modification of Section 4.15 of the Zoning Ordinance, which refers to sign regulations in the Albemarle County Zoning Ordinance. The applicant feels this will assist them as they pursue leases for the site.

APPLICANT'S JUSTIFICATION FOR THE REQUEST

The current applicant/owner of this site was not the original owner of the subject property. Upon purchasing the property, the owner found the approved proffers difficult to execute and is requesting modifications to the proffers in order to make the project more feasible and easier to move forward. As the owner continues to work towards future site plans, leases with clients, and ultimately ground breaking of this project, they realize that not only do they need modifications to the proffers, but also needed are modifications to the sign regulations and to the permitted use table located in the Code of Development. The requested modifications will assist the applicant in being able to execute the installation of the Albemarle Place project more quickly and efficiently. Although additional modifications may be needed in the future, amending the proffers is the most critical item in order for the applicant to move forward.

PLANNING AND ZONING HISTORY

Several Comprehensive Plan Amendments have been proposed for the subject properties. The first was the Sperry Corners proposal (CPA 1997-006). In this proposal, the applicant, the Faison Corporation, sought to have the land use designation changed from Industrial Service to Regional Service. Their proposal was to allow for a large, retail destination store on the site. This proposal did not have a mixed-use component. The applicant withdrew the proposal prior to any Planning Commission action.

In 2002, the Board of Supervisors approved the Hydraulic Super Block Comprehensive Plan Amendment 2001-04 (CPA).

The Board of Supervisors approved ZMA 2001-007, Albemarle Place, with proffers, amended exhibits, Code of Development, and application plan on October 22, 2003.

COMPREHENSIVE PLAN

The Land Use Plan shows this area as Regional Service. The purpose and intent of the Regional Service designation is to provide a large area designated for regional-scale commercial, regional malls, mixed-use developments, hotel/motel/conference facilities, and a variety of uses providing retail, business and/or employment services to Albemarle County and the region.

The proposed Places 29 Master Plan designates this area as a Destination Center and further describes this area as commercial mixed use and urban mixed use. These designations allow a range of retail, housing, commercial, employment, and office uses that are located along major roadways that provide pedestrian and bicycle access. The request is in accord with both the existing and proposed comprehensive plan designations.

A full Neighborhood Model Analysis was completed with approved ZMA2001-07. The physical aspects of this project are unchanged and remain the same as they were when the project was originally approved. Therefore the original Neighborhood Model Analysis still applies to this project. (See Attachment H)

Relationship between the application and the purpose and intent of the requested zoning district

Neighborhood Model Districts are intended to provide for compact, mixed-use development with an urban scale, massing, density, and an infrastructure configuration that integrates diversified uses within close proximity to each other within the development areas identified in the comprehensive plan.

Staff believes the proposal is consistent with the intent of the NMD district as the mix of uses within this development will provide appropriate services on a neighborhood, community and regional scale for public use within Albemarle County. The proposal meets the intent of the Neighborhood Model District.

Anticipated impact on public facilities and services

Impacts on public facilities and services were reviewed with approved ZMA 2001-07. Staff does not anticipate that the request to modify proffers, the permitted/prohibited use table in the Code of Development or sign regulations will add additional impacts to public facilities and services. Specifically, staff does not expect this proposal to add any additional new impacts to streets, schools, fire, rescue, and police that was not already addressed with the original rezoning request (ZMA2001-07). In fact, staff believes that some of the changes to the proffers will help further mitigate street and traffic concerns.

Utilities – There have been concerns regarding sewer capacity in the Meadow Creek Interceptor for this development. However, an upgrade of the interceptor is currently underway. With the Meadow Creek Interceptor under construction, capacity to serve this development will be available.

Stormwater Management – Staff has received a stormwater management application that is currently awaiting re-submittal from the applicant. The applicant is now purposing underground detention. This will be addressed as part of the site plan review.

Transportation – See Attachment G for VDOT comments

Anticipated impact on cultural and historic resources

Staff is not aware of any changes to the cultural and historic resources of the area or County.

Anticipated impact on nearby and surrounding properties

The anticipated impacts on nearby and surrounding properties have not changed from the originally approved rezoning request. Traffic continues to be an impact. However, staff believes that the existing proffers along with the proposed modifications to the proffers will help to mitigate some of the traffic concerns anticipated.

Public need and justification for the change

This rezoning request will provide a mixture of commercial, office, and residential uses on a regional scale in Albemarle County. Office and commercial uses will not only provide services, but also employment opportunities for residents in close proximity to where they live which can serve to mitigate transportation impacts.

ARCHITECTURAL REVIEW BOARD COMMENTS

The primary Entrance Corridor issue in the revised proffers is the timing of landscaping. The current draft of the proffers states that landscape improvements shall be reviewed at final site plan review for each block. The block-by-block approach continues to be an improvement over the building-by-building

concept presented earlier, but the applicant is reminded of the following points, which have been discussed on a number of previous occasions:

1. Landscape plans are required with ARB plan submittals.
2. Submittal of a preliminary landscape plan with a preliminary site development plan is recommended. Prior review of the Albemarle Place project revealed conflicts between landscaping and utilities. The applicant is encouraged to work now to ensure that these conflicts no longer exist. Waiting for final site plan submittal to deal with the landscape issues could result in redesign and prolonged review. Lack of utility-free planting area is likely to limit the applicant's ability to acquire ARB approval.

PROFFERS

See Attachment C for the revised proffers. Attachment D is a comparison of the original approved proffers with the revised proffers. The attached comparison table will show which proffers have changed and may help clarify what the changes in the proffers are. Below is an analysis of the two proffers that describes what is different.

Analysis of Amended Proffers

Original Proffer	Requested Amendment
<p>1. This proffer states that the first phase of development shall include street, utility and landscape improvements to serve building improvements within Blocks A, B, C and D. Also included in this phase are the design and construction of the following streets: New Main Street, South New Main Street, North New Main Street, Swanson Road, Inglewood Drive, and Albemarle Place Boulevard (also referred to as "4th Street/Cedar Hill Road"). Improvements on these streets are to include all supporting utility, infrastructure and landscaping. (See Attachment D for Exhibits C and D, which show the locations of blocks and streets)</p>	<p>1. The revised proffer refers to a phasing plan that is separated into two phases. (See Attachment C, for Exhibit A-1) The first phase includes street and utility improvements that will serve the planned building improvements within Blocks A, B, C and D. This phase also includes the design and construction of Albemarle Place Boulevard (also known as Fourth Street/Cedar Hill Road) from Hydraulic Road to the point where Albemarle Place Boulevard connects with the new planned western entrance to the Sperry Marine facility, as shown on Exhibit A-1. Improvements in this phase of Albemarle Place Boulevard will include all supporting utility infrastructure on this street and shall be completed prior to issuance of a final certificate of occupancy for any building within Blocks A, B, C and D. This proffer is more detailed in terms of completion being subject to plans approved by VDOT. A restriction stating that no more than 370,000 square feet of commercial space and no more than 170 dwelling units may be constructed within this project until the remainder of Albemarle Place Boulevard is constructed to the new planned intersection with U.S. Route 29 is also included to address traffic impacts.</p> <p>Phase 2 of this proffer includes street and utility improvements to serve the planned building improvements within Blocks E, F and G. This second phase would complete the design and construction of Albemarle Place Boulevard from the point where it connects</p>

	<p>with the western entrance to the Sperry Marine facility north and east through Blocks E, F and G to the new planned intersection with U.S. Route 29. This second phase of Albemarle Place Boulevard would also include all supporting utility infrastructure on the street and be completed prior to issuance of a final certificate of occupancy for any buildings within Blocks E, F and G. This would also be subject to plans approved by VDOOT as mentioned above regarding phase 1.</p> <p>Landscape and associated streetscape improvements to serve the planned building improvements in each block will be reviewed at the time of final site plan review for each block. The streetscape along Route 29 and Hydraulic Road will be consistently designed and planted.</p>
2.	2. Same proffer; typographical error corrected.
6.	6. Same proffer; typographical error.
7. The owner will design, bond and construct travel lane improvements to be dedicated for public use on its Hydraulic Road and Route 29 frontage.	7. The proffer is the same as originally stated with the addition that these improvements will be considered complete when they are constructed in conformance with the approved VDOT plans and open to public use. This was added in by the applicant.
11. The owner will engineer, bond and construct traffic signal improvements at the following intersections: "4 th Street (also known as "Albemarle Place Boulevard") and Route 29, and "Cedar Hill Road Extended" and Hydraulic Road at the County <u>and</u> VDOT's request.	<p>11. This proffer is now described in two parts to follow the phasing plan per proffer #1 and Exhibit A-1. Proffer 11A. refers to the Albemarle Place Boulevard and Hydraulic Road intersection. These improvements will now be constructed when the County <u>or</u> VDOT request the traffic signal installation. This could happen prior to the issuance of a certificate of occupancy for any building in Blocks A, B, C or D as long as the signal is warranted by the traffic volumes or is otherwise approved by VDOT.</p> <p>Proffer 11B. relates to the Albemarle Place Boulevard and U.S. Route 29 intersection. This proffer is similar to proffer 11A, but instead refers to the issuance of a certificate of occupancy for buildings in Blocks E, F or G and also ties the signal installation to warrants.</p>
12. The owner will reserve land, engineer, bond and construct on-site improvements for a street connection at the northwest corner of the subject property to Commonwealth Drive.	12. This proffer is revised to add a bit more specificity and provide more time for the County to make the request. At the County's request, but not sooner than the issuance of a

<p>This connection will be a two lane facility with a sidewalk constructed on the south side of the street. At the County's request, the owner will engineer, bond and construct the off-site portion of the connection to Commonwealth Drive on the "Comdial Property". The County will request this off-site connection prior to October 15, 2013.</p>	<p>building permit for any building within Block F, the Owner will reserve right-of-way along the northern edge of the parking lot in Block F of the Property for a future street connection, which will be a two lane facility to Commonwealth Drive through the Comdial property. At the County's request the owner will engineer, bond and construct the on-site and off-site portions of the connection to Commonwealth Drive on the "Comdial Property". The County will request this off-site connection prior to October 15, 2020.</p>
	<p>14. Original proffer 8 B. describes the owner providing off-site improvements in the City at the Northeast Quadrant of the Hydraulic Road/Route 29 Intersection. There are various restrictions and deadlines associated with this proffer. A rough cost estimate of approximately \$500,000 was given for the necessary improvements referred to in proffer (8) (B). The City felt that certain transportation improvements in the City, known as the "Rte. 29/250 Bypass Interchange Improvement Project" would better serve the community and help resolve some traffic concerns related to the Route 29/250 Bypass Interchange. Thus proffer 14 was created to address these transportation concerns. Proffer 14 is a new proffer, included to be a substitute to proffer 8B. The Owners agreed that the importance of the improvements described in proffer 14 had a greater value to the Albemarle Place project than proffer (8) (B) because these improvements would help alleviate the back up of traffic on Route 29. As described in proffer 14, the Owners agreed to pay \$1,000,000 in cash to the City for the improvements to the Route 29/250 Bypass Interchange because of the greater importance of this improvement. There are a variety of terms, conditions and deadlines associated with proffer 14. If proffer 14 is terminated or has not been completed within 36 months after the City receives the contribution, the owner will forward \$500,000 (the rough cost estimate for improvements described in proffer (8) (B)) to the County for transportation improvements in the vicinity of the U.S. Route 29/Hydraulic Road intersection. If these funds have not been used by the County within 10 years the unused funds will be refunded to the Owner.</p>

Generally, the revised proffers also reflect the new ownership of the property and the addition of the 7-11 property.

The revised proffers are more detailed regarding timelines, and execution. The new phasing plan provides a visual detail that not only describes the two phases, but also adds more specificity to the development of Albemarle Place Boulevard. The two traffic signals at either end of Albemarle Place Boulevard will need to be warranted prior to installation and a new proffer was added to provide options regarding road improvements in the City.

Substantively, the proffers appropriately address impacts staff has identified. Staff still has outstanding technical issues in need of resolution before this request goes to the Board of Supervisors. These outstanding issues are as follows:

- There are several typographical errors in the proffers that need to be corrected.
- Within the proffers consistent terminology is needed.
- The proffers reference several deadlines that have passed (for example: proffers 4, 5, 9 & 10). Have these proffers been satisfied or are they still outstanding? "Satisfied" needs to be added to all the proffers which are no longer active and have been finalized. If Proffer 4 is not satisfied, the date of the deadline needs to be changed.
- Proffers 1.A. and 1. B. need to be clarified as explained on page two, in the first bullet under the Zoning section in the applicant's letter to Claudette Grant, dated May 3, 2010. (See Attachment E)
- Although the proposed language in Proffer 14, Substituted Transportation Improvements, is not exactly what the County Attorney had suggested, the intent is similar. The revised proffer describes modifications that relate to City deadlines, which the City needs to be in agreement with.
- When the agreement described in proffer 14.B (3) is reached with the City, the County requests from the Owner, a fully executed agreement with the City. This will allow the County to monitor compliance with Proffer 14.
- The proffers need to be updated to reflect any revised exhibits, including the code, and their dates.
- For further clarification and to avoid confusion, Proffer 8A, last paragraph and 8B first paragraph should state the "first final site plan," instead of "initial site plan."
- To avoid confusion, consider combining Proffer 14 with Proffer 8B. It is difficult to understand the connection between the two proffers.
- Provide either a date of dedication or other such trigger point for the dedication of land in Proffers 9 and 10.
- The following is some suggested language for the proffers:

When various road improvements are deemed to be complete

The Albemarle Place proffers continue the language in 2003 proffers, but after 2003 the following revised language was developed that clarified when secondary road improvements are deemed complete:

For the purposes of this Proffer ____, construction of [identify road] shall be deemed to be complete when it is ready to be recommended by the Albemarle County Board of Supervisors for acceptance into the state-maintained system and the Owner has obtained from the County Engineer a written determination that [identify road] is safe and convenient for traffic.

However, Albemarle Place is unique in that some of the road improvements will be along Route 29 and the Route 29/Hydraulic Road intersection, which is in the primary system, so either the current language (e.g., the intro paragraph to Proffer 8) can remain or be revised to be more specific;

The dedication of right of way

After the Albemarle Place proffers were accepted in 2003, language was developed that clarified the responsibilities of the parties when dedicating proffered rights-of-way:

Prior to or in conjunction with the [e.g., first final subdivision plat for the Project], the Owner shall dedicate as public right-of-way and convey in fee simple to Albemarle County [describe ROW] in the locations shown on Sheet ____ of the Application Plan, together with the dedication and conveyance of all necessary drainage easements and the conveyance of necessary construction easements for the improvements. If the right-of-way is not dedicated and conveyed as part of a subdivision plat, the Owner shall pay all costs of surveying and preparing legal documents in a form acceptable to the County Attorney necessary to dedicate and convey the right-of-way.

CODE OF DEVELOPMENT APPENDIX A – PERMITTED/PROHIBITED USES BY BLOCK

See attachment F for the revised Code of Development Appendix A – Permitted/Prohibited Uses by Block. Staff suggested that the applicant consider updating the use table located in the Code of Development. Some of the uses listed in the table were no longer applicable and some new uses are now allowed due to modifications in the Zoning Ordinance that could work well in a development such as Albemarle Place.

In general, staff supports the requested amendment to Appendix A of the code. The following minor outstanding issues need to be clarified:

- "Farm stand" should be considered as a use allowed in the Code of Development
- Wholesale Distribution is shown as allowed by special use permit. However, the last bullet on page three in the letter to Claudette Grant, dated May 3, 2010 describes Wholesale Distribution being deleted from the permitted uses. (See Attachment E) The intent needs to be clarified.

MODIFICATION OF SECTION 4.15 OF ZONING ORDINANCE

In accordance with Section 8.2 (b), the applicant requests three modifications of the requirements of Section 4.15, Sign Regulations in the Albemarle County Zoning Ordinance. Staff has reviewed and recommends approval of all three (3) modifications. The applicants' submittal addresses all the required findings of Section 8.3 (b) (3) necessary for granting a modification. A full description of the requests and analysis follows.

1. Applicable District Sign Regulations: The applicant request that instead of applying the Section 4.15.11 *Neighborhood Model District* sign regulations, the Section 4.15.13 *Highway Commercial (HC), Planned Development Shopping Center (PDSC) and Planned Development Mixed Commercial (PDMC)* sign regulations be allowed to apply to Albemarle Place. The applicant notes that because this project is located on U.S. Route 29, the major commercial thoroughfare in Albemarle, it should have the same sign regulations apply to it that apply to other projects zoned HC, PDSC or PDMC and are similar in scale and uses. Staff recommends approval of this sign modification.

If granted, this modification will allow the following:

- a. Freestanding signs at 32 square feet rather than 24 square feet;
- b. Wall signs based on 1.5 square feet per 1 linear foot of structure frontage up to 200 square feet rather than 1 square foot per 1 linear foot up to 100 square feet of wall sign area.

2. Off-Site Signs: The applicant requests that instead of requiring a special use permit for any off-site sign per Section 4.15.5 (a) (1), that off-site signs within the NMD be allowed by-right. This

current ordinance requirement is the cause of repeated special use permits before the Board of Zoning Appeals. The current ordinance provision did not anticipate the situation with planned developments in which they are comprised of numerous separate parcels, but function as a cohesive development in terms of signage. Staff is currently in the process of gathering information for a sign ordinance amendment and will be recommending an amendment so as to not require a special use permit for off-site signs within Planned Developments. If it were not allowed, individual special use permits would be required for each case in which a sign includes text relating to a business that is not located on the property on which the sign is located. For example, a sign which names the development and lists a hotel within the development but off-site from the sign will require a special use permit. These types of signs are important for way-finding and for making turning decisions. Allowing these signs by-right within the NMD will not increase the number or size of signs allowed. In addition, it will satisfy the purposes of the sign ordinance without causing saturation and confusion in the field of vision. Staff recommends approval of this sign modification.

3. Wall Sign Height: The applicant requests an increase in the maximum height of wall signage from 30 feet (per Section 4.15.11) to 58 feet, subject to conditions. The applicant notes that the Code of Development for Albemarle Place permits buildings up to 90 feet in height; therefore, a sign at a 30 foot height will be aesthetically inappropriate relative to the height of the building. In addition, the applicant is concerned that wall signs on buildings that are located toward the rear of the project (further back from Route 29 and Hydraulic Road) may not be visible if they are only 30 feet high. This sign regulation is also under review with the current sign ordinance amendment process. The Design Planner suggests that the increased height can be acceptable, provided that the placement on the building and the sign illumination are appropriate. Staff recommends approval of this modification subject to the following condition:

Wall signs may be allowed up to 58 feet in height; however, any sign over 30 feet shall be subject to the approval of the ARB or the Design Planner, as to placement and illumination. It is possible that a proposed wall sign over 30 feet may not be allowed to be illuminated at the proposed height or that it may have to be reduced in height to provide a more appropriate placement on the building.

SUMMARY

Staff has identified the following factors, which are favorable to this rezoning request:

1. The proposal makes administration of regulations, such as uses, easier to follow.
2. The rezoning is consistent with the Land Use Plan.

Staff has identified the following factors which are unfavorable to this rezoning request:

1. The proffers need to be technically accurate.
2. There are a few outstanding issues that need to be resolved regarding Appendix A in the Code of Development.

RECOMMENDATION

Staff recommends approval of this rezoning provided that the outstanding technical issues with the proffers (Attachment C) noted in the staff report are resolved and that the outstanding issues in the Code of Development are clarified prior to the Board of Supervisors' public hearing.

Staff also recommends approval of the modification of Section 4.15 of the Zoning Ordinance regarding signage.

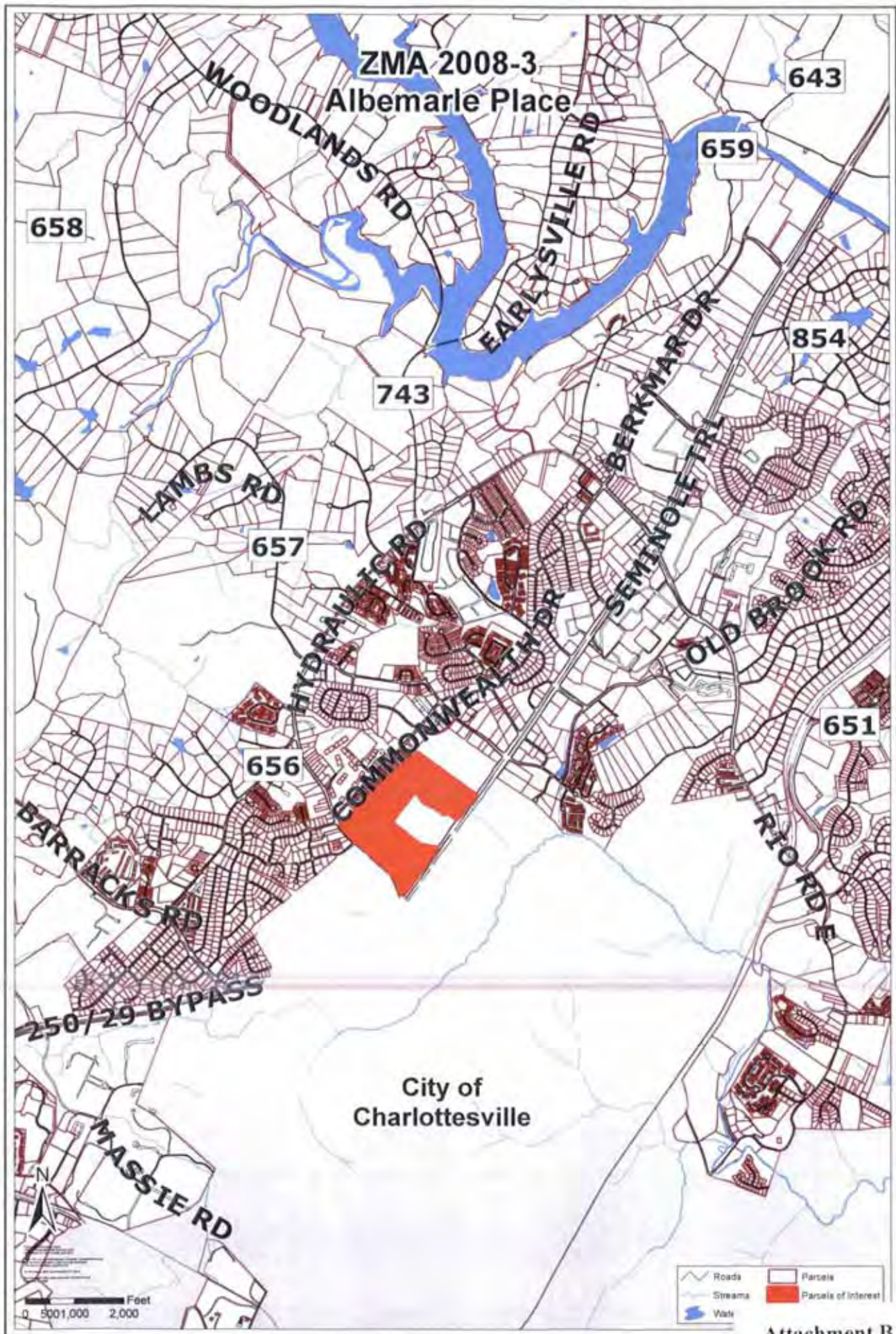
ATTACHMENTS

ATTACHMENT A – Zoning Map

ATTACHMENT B – Vicinity Map

ATTACHMENT C – Proffers dated May 3, 2010, including Exhibit A-1
ATTACHMENT D – Proffer Comparison, including all Exhibits
ATTACHMENT E – Letter to Claudette Grant, dated may 3, 2010
ATTACHMENT F – Revised Code of Development Appendix A – Permitted/Prohibited Uses by Block,
dated October 15, 2003 (revised _____, 2010)
ATTACHMENT G – Electronic mail from Joel DeNunzio, dated June 9, 2010
ATTACHMENT H – Planning Commission staff report, dated September 2, 2003
ATTACHMENT I – Planning Commission Draft Action Minutes, dated September 2, 2003
ATTACHMENT J – Action Letter to Frank Cox, dated November 18, 2003





Albemarle Place

PROFFER FORM

Date: May 3, 2010

ZMA # 2008-003 Albemarle Place

Tax Map and Parcel Numbers: 061W0-03-00-019A0, 061W0-03-00-019B0, 061W0-03-00-02300, and 061W0-03-00-02400

64.694 Acres zoned Neighborhood Model District (NMD)

Albemarle Place EAAP, LLC, a Delaware limited liability company, is the fee simple owner (the "Owner") of tax map parcels 061W0-03-00-019A0, 061W0-03-00-019B0, 061W0-03-00-02300, and 061W0-03-00-02400 (collectively, the "Property"), which is the subject of zoning map amendment application number ZMA 2008-003 known as "Albemarle Place Amendment."

Pursuant to Section 33.3 of the Albemarle County Zoning Ordinance, the Owner hereby voluntarily proffers the conditions listed in this proffer statement, which shall be applied to the Property if the rezoning is approved by Albemarle County. These conditions are proffered as part of the rezoning and it is acknowledged that the conditions are reasonable.

The Albemarle Place project was originally approved by the County Board of Supervisors on October 22, 2003 as ZMA 2001-007, along with proffers from the prior owner dated October 22, 2003, and a Code of Development prepared by The Cox Company dated October 15, 2003 (the "Code of Development"). The Code of Development included an application plan (the "Application Plan"). The improvements proposed for the Property are collectively referred to as the "Project."

The term "Owner" as referenced herein shall include within its meaning the owner of record and successors in interest. The term "Application Plan" refers to Exhibit A. The term "Code of Development" refers to Exhibit B. The term "ZMA Phasing Plan" refers to Exhibit C. The term "Regulating Block Plan" refers to Exhibit D. The term "MPO Concept Plan-Hydraulic Road/Route 29" refers to Exhibit E. The Term "Short Term Route 29 Transportation Improvements refers to Exhibit F. The term "Right of Way Reservation Area" refers to Exhibit G.

The headings of the proffers and conditions set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provisions of the proffers.

1. **Phasing of Albemarle Place Improvements:** The Owner shall phase development of the Project as follows:

A. Phase 1: Phase 1 of the Project shall include street and utility improvements to serve the planned building improvements contained within Blocks A, B, C and D as shown on the Application Plan, and as shown in more detail on Exhibit A-1 attached hereto. As part of

Original Proffer:
Amendment: X

this first phase, the Owner shall design and construct Albemarle Place Boulevard (also known as Fourth Street/Cedar Hill Road) ("Albemarle Place Boulevard") from Hydraulic Road to the point where Albemarle Place Boulevard connects with the new planned western entrance to the Sperry Marine facility in the location shown on the Application Plan, and as shown in more detail on Exhibit A-1. This first phase of Albemarle Place Boulevard shall include all supporting utility infrastructure on such street, and shall be completed prior to issuance of a final certificate of occupancy for any buildings within Blocks A, B, C and D. Construction of the first phase of Albemarle Place Boulevard shall be deemed complete when it is constructed in conformance with the plans approved by the Virginia Department of Transportation ("VDOT") and ready for acceptance into the state-maintained system, provided however, that if final paving is not yet in place, that signage and temporary striping shall be in place. No more than three hundred seventy thousand (370,000) square feet of commercial space and one hundred seventy (170) dwelling units may be constructed within the Project until the remainder of Albemarle Place Boulevard is constructed to the new planned intersection with U.S. Route 29 as shown on the Application Plan. Notwithstanding anything to the contrary contained in this paragraph 1A, the Owner shall be permitted to utilize portions of the Phase 2 land (as shown on Exhibit 1-A) for the installation of infrastructure to serve the Phase 1 building improvements to be constructed in Blocks A, B, C and D.

B. Phase 2: Phase 2 of the Project shall include street and utility improvements to serve the planned building improvements contained within Blocks E, F and G as shown on the Application Plan and as shown in more detail on Exhibit A-1. As part of this second phase, the Owner shall design and construct Albemarle Place Boulevard from the point where it connects with the western entrance to the Sperry Marine facility north and east through Blocks E, F and G to the new planned intersection with U. S. Route 29 as shown on the Application Plan and as shown in more detailed on Exhibit A-1. This second phase of Albemarle Place Boulevard shall include all supporting utility infrastructure on such street and shall be completed prior to issuance of a final certificate of occupancy for any buildings within Blocks E, F and G. Construction of the second phase of Albemarle Place Boulevard shall be deemed complete when it is constructed in conformance with the plans approved by VDOT and ready for acceptance into the state-maintained system, provided however, that if final paving is not yet in place, that signage and temporary striping shall be in place. Notwithstanding anything to the contrary contained in this paragraph 1B, the Owner shall be permitted to utilize portions of the Phase 2 land (as shown on Exhibit 1-A) for the installation of infrastructure to serve the Phase 1 building improvements to be constructed in Blocks A, B, C and D.

C. Landscape improvements and associated streetscape improvements to serve the planned building improvements contained within each block shall be reviewed at the time of final site plan review for each block. The Project shall have a consistently designed and planted streetscape along Route 29 and Hydraulic Road.

2. **Community Development Authority Participation:** Upon request by the County, the Owner shall petition for and consent to all tax map parcels used for non-residential purposes participating in a Community Development Authority ("CDA") established pursuant to

Original Proffer:
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Section 15.2-4142, et seq. of the Code of Virginia ("Code") to be created for the purpose of implementing Rout 29 regional transportation improvements, including but not limited to transportation improvements within the "Super Block" (the geographical area bounded by Route 29, Hydraulic Road, Commonwealth Drive, and Greenbrier Drive) and intersectional improvements associated therewith.

3. **Cash Proffer for Route 29 Regional Transportation:** The Owner will make a cash contribution to the County for the MPO/29G250 Phase 2 Route 29 regional transportation study in the amount of One Hundred Thousand Dollars (\$100,000.00). The cash contribution shall be made by the Owner within thirty (30) days upon request by the County.

If the request is not made within one (1) year from the date of submission of the first final site plan for the initial phase of development, this proffer shall become null and void. If such cash contribution is not expended for the stated purpose within two (2) years from the date the funds were contributed to the County, all unexpended funds shall be refunded to the Owner.

4. **Cash Proffer for City of Charlottesville Traffic Calming Improvements:** The Owner shall contribute Ten Thousand Dollars (\$10,000.00) to the City of Charlottesville for the construction by the City of traffic calming improvements on Swanson Road, Cedar Hill Road and other City streets intersecting Hydraulic Road in the vicinity of Albemarle place. The cash contribution shall be made by the Owner within thirty (30) days upon request by the City. If the traffic calming improvements are not implemented by October 15, 2007, all unexpended funds shall be refunded to the Owner.
5. **Cash Proffer for Charlottesville Transit Service Commercial Corridor "Jitney Service":** Upon the request of the County, the Owner shall contribute Twenty Thousand Dollars (\$20,000.00) per annum or an amount equal to twenty percent (20%) of the annual operating and maintenance costs, whichever is less, for a period not to exceed five years for operating an/or maintaining a dedicated "jitney bus" service to retail commercial developments, including Albemarle Place, along the Route 29 Corridor. If the CTS "jitney service" is not place into operation by January 1, 2007 or the date of issuance of the first occupancy permit for a commercial building in Albemarle Place, whichever occurs last, this proffer shall become null and void.
6. **Cash Proffer for Capital Improvements:** The Owner shall contribute One Million Five Hundred Thousand Dollars (\$1,500,000.00) (hereinafter referred to as the "total contribution") to the County for the purpose of funding capital improvements related to Albemarle place. The contribution shall be paid as follows: (a) Three Hundred and Seventy Five (\$375,000.00) shall be contributed to the County within thirty 939(days after the first final site plan or subdivision plat containing residential dwelling units is approved for Albemarle Place; (b) an additional Three Hundred and Seventy Five (\$375,000.00) of the total contribution shall be contributed to the County prior to the issuance of a certificate of occupancy for the first residential dwelling units in Albemarle Place, and (c) the remaining Seven Hundred Fifty Thousand (\$750,000.00) of the total contribution shall be paid on a pro rata basis of Three Thousand Dollars (\$3000.00) per residential dwelling unit at the time

Original Proffer:
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certificates of occupancy are issued for the first two hundred fifty (250) dwelling units. No additional contribution shall be required for the next two hundred fifty (250) dwelling units.

If, five (5) years from the date of approval of the first final site plan or subdivision plat for residential dwelling units, the total contribution has not been fully paid, the balance of the total contribution shall be contributed to the County within thirty (30) days upon request for the County. If this fund has not been exhausted by the County for the stated purpose within five (5) years from the date the last contribution is made, all unexpended funds shall be refunded to the Owner.

In addition to the foregoing, after building permits have been issued for the first five hundred (500) dwelling units within Albemarle Place, the Owner shall pay to the County Three thousand Dollars (\$3,000.00) prior to the issuance of a building permit for each new residential dwelling unit thereafter.

7. **Construction of Frontage improvements on Route 29 and Hydraulic Road:** At its expense, the Owner shall plan, design, bond and construct travel land improvements to be dedicated for public use on its Hydraulic Road and Route 29 frontage. The design shall be submitted with the first site plan for the initial phase of Albemarle place. The subject frontage improvements are depicted by Exhibit F, "Short Term Route 29 Transportation Improvements." The Owner proffers that the County may require these improvements to be completed as a prerequisite to the issuance of any certificates of occupancy. The construction of the Short Term Route 29 Transportation Improvements shall be deemed complete when they are constructed in conformance with the plans approved by VDOT and opened to public use.
8. **Construction of Off-Site Improvements:** Upon request by the County or as provided herein, the Owner shall plan, design, bond and construct off-site transportation improvements in the county and the City, as depicted on Exhibit F, "Short Term Route 29 Transportation Improvements". If the improvements are required to be constructed, the Owner proffers that the County may require these improvements to be completed as a prerequisite to the issuance of any certificates of occupancy. Construction shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for entity's acceptance.
 - A. **Off-site Improvements in the County at the Northwest Quadrant of the Hydraulic Road/Route 29 Intersection.** The engineering, plats and construction documents for off-site improvements in the County shall be submitted with the final site plan for the initial phase of Albemarle Place. In addition, for property acquisition that is required for the off-site public right of way for Hydraulic Road/Route 29 intersection improvements within the County, the Owner shall make a cash contribution or provide a letter of credit in a form approved by the County Attorney for such purpose in the amount as deemed necessary for the property acquisition by the County Attorney provided that such amount shall not exceed one hundred fifty percent (150%) of the County's appraisal prepared for acquisition or condemnation purposes.

Original Proffer:
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The cash contribution or letter of credit described in this proffer shall be used to pay for the total cost of the right of way acquisition. The total cost of the right of way acquisition of the off-site property in the County at the northwest quadrant of the Hydraulic Road/Route 29 intersection shall include the normal costs associated with acquiring land, buildings, structures, easements and other authorized interests by condemnation or by purchase including, but not limited to, land acquisition, engineering, surveying, and reasonable attorneys fees. The cash contribution or the letter of credit shall be provided by the Owner within thirty (30) days upon request by the County. If the property is acquired by purchase, the contribution for the purchase price shall not exceed one hundred fifty percent (150%) of the County's appraisal prepared for condemnation purposes without the consent of the Owner.

If the cost of the right of way acquisition exceeds the amount previously contributed, above, then the Owner shall reimburse the County all such excess costs within thirty (30) days upon request by the County. The County shall refund to the Owner all excess contributions upon completion of the land acquisition.

If the right of way has not been acquired within eighteen (18) months after approval of the initial site plan for the first phase of Albemarle place, which shall include the final right of way plats and all construction documents necessary for the acquisition of the property for the off-site improvements this Proffer 8(A) shall become null and void and all unexpended funds shall be refunded to the Owner, or the remaining balance of the letter of credit shall be released.

- B. Off-site Improvements in the City at the Northeast Quadrant of the Hydraulic Road/Route 29 Intersection.** The Owner shall submit the engineering, plats and construction documents (the "plans") for the improvements in the City of Charlottesville to the City of Charlottesville within sixty (60) days after the first site plan for the initial phase of Albemarle Place is submitted to the County. The Owner shall diligently pursue approval of the plans in the city. If the City does not approve the plans within six (6) months after the first final site plan for the initial phase of Albemarle place is approved by the County, the Owner shall not be required by this proffer to construct any improvements for which approvals have not been obtained. The Owner shall not be required by this proffer to acquire or otherwise pay for right of way in the City for these improvements.

If the improvements are required to be constructed, the Owner shall complete construction of the improvements for which right of way is available within twelve (12) months after the issuance of the first certificate of occupancy within Albemarle Place. Construction shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for the entity's acceptance.

- 9. Reservation and Dedication of land for Regional Route 29 and Hydraulic Road Intersection Improvements:** The Owner shall reserve for the future dedication to the County certain land on the Property in the County for transportation improvements for the Route 29 and Hydraulic Road intersection in the location described as "Area A" on Exhibit G, "ROW of Way Reservation and Dedication Area". Upon the requires of the County, the

Original Proffer:
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Owner shall dedicate "Area A" to the County in fee simple for the purpose of construction of regional transportation improvements, provided that such request for dedication is made by the County not later than October 15, 2009, or this proffer shall become null and void.

After dedication and until the subject regional transportation improvements are funded for construction, the Owner shall, at the request of the County, maintain this land until requested by the County to no longer do so provided the Owner is granted the right to the exclusive use of the land for landscaped open space, a pocket park, temporary parking, fencing, signage, utilities or other purpose as may be approved with the final site plan for the first phase of Albemarle Place. Upon being requested by the County to no longer maintain the land, the Owner shall cease all use of the land and remove all improvements established by the Owner that the County requests be removed.

In the event that the adopted design for future public intersection improvements does not require the utilization of all of the dedicated land, upon the Owner's request, the dedicated land shall be transferred to the Owner at no expense to the Owner. If the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2025, this proffer shall become null and void.

- 10. Reservation and Dedication of Additional Land for Route 29 and Hydraulic Road Intersection Improvements:** The Owner shall reserve for future dedication to the County, subject to the conditions herein below, certain additional land on the Property for the right of way for a future Hydraulic road and Route 29 related regional transportation improvements. The reservation of the additional land is limited to and shall not exceed the area (1) as initially defined on Exhibit E, "MPO Concept Plan-Hydraulic Road/Route 29 Intersection", or (b) as subsequently defined by a revised right of way exhibit in accord with a plan approved by the County that reduces the right of way impact (as now depicted by Exhibit E) on the Property.

Upon the request of the county, a temporary construction easement not to exceed twenty (20) feet beyond the reserved area shall be provided for this construction.

Until the land is dedicated, the Owner shall maintain this land and shall retain the right to the exclusive use of the land for landscaped open space, a pocket park, temporary parking, fencing, utilities or other purposed as may be approved with the first final site plan submitted for the initial phase of Albemarle Place.

The conditions on the subject reservation and dedication shall be as follows:

- (a) The Owner shall reserve the additional land as shown on Exhibit E until an Official Map or other transportation improvements plan is adopted or approved by the County that defines the right of way for the subject regional transportation improvement and the land to be dedicated to the County. Upon adoption or approval of the Official Map or the transportation improvements plan, the County may request that the Owner dedicate the additional land to the County. The Owner shall dedicate the additional land within sixty (60) days after the County's request. If said Official Map or transportation improvements

Original Proffer:
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plan has not been adopted by the County by December 31, 2009, this proffer becomes null and void.

- (b) In the event that the adopted design for future public intersection improvements does not require the utilization of all of the reserved or dedicated land, upon request of the Owner the residual portion shall be released by the County from the reservation or, if the land has been dedicated, transferred back to, and for the use of, the Owner.
- (c) Upon the request of the Owner, the dedicated land shall be released from such dedication at no expense to the Owner, if the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2025, or at such time the County determines that the land, or any portion thereof, is not needed for such improvements, whichever occurs first.
- (d) The design and construction of the Hydraulic Road and Route 29 intersection and related regional transportation improvements substantially maintain the access, function, and continuity of service of the planned intersection of Swanson Road (Extended) and existing Hydraulic road into Albemarle Place at the location of the existing Swanson Road and Hydraulic road intersection; otherwise this proffer becomes null and void.

11. Signalization Proffer for Hydraulic Road and Route 29 Intersections: The Owner shall be responsible for traffic signalization improvements as follows:

A. Owner at its expense shall engineer, bond, and construct traffic signalization improvements at the intersection of Albemarle Place Boulevard and Hydraulic Road. The traffic signalization improvements at this intersection shall be constructed when the County or VDOT request installation of such, but in any event prior to the issuance of a certificate of occupancy for any building in Blocks A, B, C or D, provided that such signal is warranted by the traffic volumes or is otherwise approved by VDOT.

B. Owner at its expense shall engineer, bond and construct traffic signalization improvements at the intersection of Albemarle Place Boulevard and U.S. Route 29. The traffic signalization improvements at this intersection shall be constructed when the County or VDOT request installation of such, but in any event prior to the issuance of a certificate of occupancy for any building in Blocks E, F or G, provided that such signal is warranted by the traffic volumes or is otherwise approved by VDOT, provided that such signal is warranted by the traffic volumes or is otherwise approved by VDOT.

12. Commonwealth Drive connection: Upon demand of the County, but no earlier than the issuance of a building permit for any building within Block F, the Owner shall reserve right-of-way along the northern edge of the parking lot in Block F of the Property for a future street connection to Commonwealth Drive through the "Comdial Property" (TM 61W-3-18). The future connection will be a two lane facility.

Upon the request of the County, the Owner shall engineer, bond and construct both the on-site and the off-site portions of the connection to Commonwealth Drive on the "Comdial

Original Proffer:
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Property" provided that easements and acquisition of right-of-way as may be necessary for such construction for the connection through off-site properties for this improvement have been granted at no cost to the Owner, and the request for such connection through the off-site property is made by the County prior to October 15, 2020. Upon the request of the County, the connection shall be completed by the Owner within twelve (12) months from the date of satisfaction of the conditions as set forth above.

- 13. Other "Super Block" Street Connections:** The Owner shall reserve land and grant construction and permanent access easements or right of way at no expense to the County for the purposes of future construction (by others) of inter-parcel street connections within the "Super Block" at the following locations; First Street (to west to Commonwealth Drive), second Street (to west to Commonwealth Drive), Third Street (to west to Commonwealth Drive), Cedar Hill Road Extended (in Block F north to "Comdial Property"), Fourth Street (between Blocks F and G north to "Comdial Property"), Swanson Road Extended (to north to "Sperry Property") and at two additional locations into Sperry Property.

The locations for easement or right of way reservation and dedication are as generally depicted on Exhibit A and labeled thereon as "Future Extension." These easement or right of way locations shall be identified, platted and dedicated at the request of the County in conjunction with subsequent site plan applications for Albemarle Place.

14. Substituted Transportation Improvements.

A. Notwithstanding the requirements of paragraph 8(B) herein (hereinafter referred to as the "Paragraph 8(B) Improvements"), the Owner may elect, in its sole discretion, and on the terms and conditions contained herein, to contribute cash to the City for certain transportation improvements in the City known as the "Rte. 29/250 Bypass Interchange Improvement Project" identified as VDOT and City project number 0029-104-248 (the "Substituted Improvements Project") in lieu of constructing the Paragraph 8(B) Improvements.

B. In the event the Owner elects to contribute cash toward the Substituted Improvements Project in lieu of constructing the Paragraph 8(B) Improvements (the "Owner's Contribution"), the following terms shall apply:

1. The Owner shall notify the County's Director of Community Development (the "Director") in writing of its election within sixty (60) days after the approval of the first final site plan for the initial phase of Albemarle Place (the "Notice").

2. The submission of the Notice to the Director shall suspend the deadline for the Owner to submit the Plans (as "Plans" is defined in Proffer 8(B)) to the City, if applicable.

3. The amount of the Owner's Contribution to the Substituted Improvements Project shall be subject to a written agreement between the Owner and the City (the "City Agreement").

Original Proffer:
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4. Within six (6) months after the Notice is sent to the Director, or within sixty (60) days after execution of the City Agreement, whichever is later to occur, the Owner shall contribute a portion of the Owner's Contribution to the City in the amount of One Million Dollars (\$1,000,000), less any amounts credited by the City and VDOT to Owner for planning and design work on the Paragraph 8(B) Improvements (the "Net Contribution"). The Net Contribution may be in the form of cash or a letter of credit issued by a bank approved by the City, or a combination thereof. The City Agreement shall set forth the terms of and schedule for draw down of the Net Contribution.

5. In the event that the Substituted Improvements Project is terminated, or has not otherwise been completed (as described herein) within thirty-six (36) months after the City receives the Net Contribution, and upon the City's refunding of the Net Contribution to the Owner pursuant to the City Agreement, the Owner shall forward funds equal to Five Hundred Thousand Dollars (\$500,000) to the County for funding transportation improvements in the vicinity of the U.S. Route 29/Hydraulic Road intersection identified in the County's Capital Improvements Program. In the event such funds have not been expended by the County for the stated purpose within ten (10) years from the date the funds were contributed to the County, all unexpended funds shall be refunded to the Owner. Construction of the Substituted Improvements Project shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for the entity's acceptance.

6. Notwithstanding the provisions of paragraph 14(B)(5) herein, upon the City's receipt of the Net Contribution, the Owner shall be relieved of any obligation to construct the Paragraph 8(B) Improvements.

WITNESS the following signature:

ALBEMARLE PLACE EAAP, LLC,
a Delaware limited liability company

By: Edens Albemarle, LLC,
a South Carolina limited liability company, its manager

By: _____
Jodie W. McLean, President



Albemarle Place: Comparison of signed Proffers (10/22/2003) with Proffer Amendment submitted with ZMA 2008-003 (5/3/10):

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>1. Phasing of Albemarle Place Improvements: The Owner shall phase development so that the first site plan for the initial phase of Albemarle Place includes street, utility and landscape improvements to serve the planned building improvements contained within Blocks A, B, C and D as depicted on Exhibit D, "Regulating Block Plan". As part of this first phase, the Owner shall design and construct those streets identified on Exhibit C, "ZMA Phasing Plan" as New Main Street, South New Main Street, North New Main Street, Swanson Road, Inglewood Drive, and Albemarle Place Boulevard (also referred to as "4th Street/Cedar Hill Road"), including all supporting utility infrastructure and landscaping on these streets. These improvements shall be designed, constructed and installed as provided in Exhibits C and D and the Code of Development.</p>	<p>1. Phasing of Albemarle Place Improvements: The Owner shall phase development <u>of the Project as follows:</u></p> <p><u>A. Phase I: Phase I of the Project shall include street and utility improvements to serve the planned building improvements contained within Blocks A, B, C and D as shown on the Application Plan, and as shown in more detail on Exhibit A-1 attached hereto.</u> As part of this first phase, the Owner shall design and construct Albemarle Place Boulevard (also known as Fourth Street/Cedar Hill Road) ("Albemarle Place Boulevard") from Hydraulic Road to the point where Albemarle Place Boulevard connects with the new planned western entrance to the Sperry Marine facility in the location shown on the Application Plan, and as shown in more detail on Exhibit A-1. This first phase of Albemarle Place Boulevard shall include all supporting utility infrastructure on such street, and shall be completed prior to issuance of a final certificate of occupancy for any buildings within Blocks A, B, C and D. Construction of the first phase of Albemarle Place Boulevard shall be deemed complete when it is constructed in conformance with the plans approved by the Virginia Department of Transportation ("VDOT") and ready for acceptance into the state-maintained system, provided however, that if final paving is not yet in place, that signage and temporary striping shall be in place. No more than three hundred seventy thousand (370,000) square feet of commercial space and one hundred seventy (170) dwelling units may be constructed within the Project until the remainder of Albemarle Place Boulevard is constructed to the new planned intersection with U.S. Route 29 as shown on the Application Plan. <u>Notwithstanding anything to the contrary contained in this paragraph 1A, the Owner shall be permitted to utilize portions of</u></p>

Original Proffer	<p style="text-align: center;">Requested Amendment</p> <p style="text-align: center;">(Underlined italics is additional new language)</p>
	<p><u>the Phase 2 land (as shown on Exhibit 1-A) for the installation of infrastructure to serve the Phase 1 building improvements to be constructed in Blocks A, B, C and D.</u></p> <p><u>B. Phase 2:</u> <u>Phase 2 of the Project shall include street and utility improvements to serve the planned building improvements contained within Blocks E, F and G as shown on the Application Plan and as shown in more detail on Exhibit A-1. As part of this second phase, the Owner shall design and construct Albemarle Place Boulevard from the point where it connects with the western entrance to the Sperry Marine facility north and east through Blocks E, F and G to the new planned intersection with U. S. Route 29 as shown on the Application Plan and as shown in more detailed on Exhibit A-1. This second phase of Albemarle Place Boulevard shall include all supporting utility infrastructure on such street and shall be completed prior to issuance of a final certificate of occupancy for any buildings within Blocks E, F and G. Construction of the second phase of Albemarle Place Boulevard shall be deemed complete when it is constructed in conformance with the plans approved by VDOT and ready for acceptance into the state-maintained system, provided however, that if final paving is not yet in place, that signage and temporary striping shall be in place. Notwithstanding anything to the contrary contained in this paragraph 1B, the Owner shall be permitted to utilize portions of the Phase 2 land (as shown on Exhibit 1-A) for the installation of infrastructure to serve the Phase 1 building improvements to be constructed in Blocks A, B, C and D.</u></p> <p><u>C. Landscape improvements and associated streetscape improvements</u> <u>to serve the planned building improvements contained within each block shall be reviewed at the time of final site plan review for each block. The Project shall have a consistently designed and planted streetscape along Route 29 and Hydraulic Road.</u></p>

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>2. Community Development Authority Participation: Upon request by the County, the Owner shall petition for and consent to all tax map parcels used for non-residential purposes participating in a Community Development Authority ("CDA") established pursuant to Section 15.2-5152, et seq. of the Code of Virginia ("Code") to be created for the purpose of implementing Route 29 regional transportation improvements, including but not limited to transportation improvements within the "Super Block" (the geographical area bounded by Route 29, Hydraulic Road, Commonwealth Drive, and Greenbrier Drive) and intersectional improvements associated therewith.</p>	<p>2. Community Development Authority Participation: Upon request by the County, the Owner shall petition for and consent to all tax map parcels used for non-residential purposes participating in a Community Development Authority ("CDA") established pursuant to Section 15.2-4142, et seq. of the Code of Virginia ("Code") to be created for the purpose of implementing Route 29 regional transportation improvements, including but not limited to transportation improvements within the "Super Block" (the geographical area bounded by Route 29, Hydraulic Road, Commonwealth Drive, and <u>Greenbrier Drive</u>) and intersectional improvements associated therewith.</p>
<p>3. Cash Proffer for Route 29 Regional Transportation: The Owner will make a cash contribution to the County for the MPO/29H250 Phase 2 Route 29 regional transportation study in the amount of One Hundred Thousand Dollars (\$100,000.00). The cash contribution shall be made by the Owner within thirty (30) days upon request by the County.</p> <p>If the request is not made within one (1) year from the date of submission of the first final site plan for the initial phase of development, this proffer shall become null and void. If such cash contribution is not expended for the stated purpose within two (2) years from the date the funds were contributed to the County, all unexpended funds shall be refunded to the Owner.</p>	
<p>4. Cash Proffer for City of Charlottesville Traffic Calming Improvements: The Owner shall contribute Ten Thousand Dollars (\$10,000.00) to the City of Charlottesville for the construction by the City of traffic calming improvements on Swanson Road, Cedar Hill Road and other City streets intersecting Hydraulic Road in the vicinity of Albemarle</p>	

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>Place. The cash contribution shall be made by the Owner within thirty (30) days upon request by the City. If the traffic calming improvements are not implemented by October 15, 2007, all unexpended funds shall be refunded to the Owner.</p>	
<p>5. Cash Proffer for Charlottesville Transit Service Commercial Corridor "Jitney Service": Upon the request of the County, the Owner shall contribute Twenty Thousand Dollars (\$20,000.00) per annum or an amount equal to twenty percent (20%) of the annual operating and maintenance costs, whichever is less, for a period not to exceed five years for operating and/or maintaining a dedicated "jitney bus" service to retail commercial developments, including Albemarle Place, along the Route 29 Corridor. If the CTS "jitney service" is not placed into operation by January 1, 2007 or the date of issuance of the first occupancy permit for a commercial building in Albemarle Place, whichever occurs last, this proffer shall become null and void.</p>	
<p>6. Cash Proffer for Capital Improvements: The Owner shall contribute One Million Five Hundred Thousand Dollars (\$1,500,000.00) (hereinafter referred to as the "total contribution") to the County for the purpose of funding capital improvements related to Albemarle Place. The contribution shall be paid as follows: (a) Three Hundred and Seventy Five (\$375,000.00) shall be contributed to the County within thirty (30) days after the first final site plan or subdivision plat containing residential dwelling units is approved for Albemarle Place; (b) an additional Three Hundred and Seventy Five (\$375,000.00) of the total contribution shall be contributed to the County prior to the issuance of a certificate of occupancy for the first residential dwelling units in Albemarle Place, and (c) the remaining Seven Hundred Fifty Thousand (\$750,000.00) of the total contribution shall be paid</p>	<p>6. Cash Proffer for Capital Improvements: The Owner shall contribute One Million Five Hundred Thousand Dollars (\$1,500,000.00) (hereinafter referred to as the "total contribution") to the County for the purpose of funding capital improvements related to Albemarle place. The contribution shall be paid as follows: (a) Three Hundred and Seventy Five (\$375,000.00) shall be contributed to the County within thirty <u>939</u> days after the first final site plan or subdivision plat containing residential dwelling units is approved for Albemarle Place; (b) an additional Three Hundred and Seventy Five (\$375,000.00) of the total contribution shall be contributed to the County prior to the issuance of a certificate of occupancy for the first residential dwelling units in Albemarle Place, and (c) the remaining Seven Hundred Fifty Thousand (\$750,000.00) of the total contribution shall be paid on a pro rata basis of Three Thousand Dollars (\$3000.00) per residential dwelling</p>

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>on a pro rata basis of Three Thousand Dollars (\$3000.00) per residential dwelling unit at the time certificates of occupancy are issued for the first two hundred fifty (250) dwelling units. No additional contribution shall be required for the next two hundred fifty (250) dwelling units.</p> <p>If, five (5) years from the date of approval of the first final site plan or subdivision plat for residential dwelling units, the total contribution has not been fully paid, the balance of the total contribution shall be contributed to the County within thirty (30) days upon request by the County. If this fund has not been exhausted by the County for the stated purpose within five (5) years from the date the last contribution is made, all unexpended funds shall be refunded to the Owner.</p> <p>In addition to the foregoing, after building permits have been issued for the first five hundred (500) dwelling units within Albemarle Place, the Owner shall pay to the County Three Thousand Dollars (\$3,000.00) prior to the issuance of a building permit for each new residential dwelling unit thereafter.</p>	<p>unit at the time certificates of occupancy are issued for the first two hundred fifty (250) dwelling units. No additional contribution shall be required for the next two hundred fifty (250) dwelling units.</p> <p>If, five (5) years from the date of approval of the first final site plan or subdivision plat for residential dwelling units, the total contribution has not been fully paid, the balance of the total contribution shall be contributed to the County within thirty (30) days upon request for the County. If this fund has not been exhausted by the County for the stated purpose within five (5) years from the date the last contribution is made, all unexpended funds shall be refunded to the Owner.</p> <p>In addition to the foregoing, after building permits have been issued for the first five hundred (500) dwelling units within Albemarle Place, the Owner shall pay to the County Three thousand Dollars (\$3,000.00) prior to the issuance of a building permit for each new residential dwelling unit thereafter.</p>
<p>7. Construction of Frontage Improvements on Route 29 and Hydraulic Road: At its expense, the Owner shall plan, design, bond and construct travel lane improvements to be dedicated for public use on its Hydraulic Road and Route 29 frontage. The design shall be submitted with the first site plan for the initial phase of improvements are depicted by Exhibit F, "Short Term Route 29 Transportation Improvements." The Owner proffers that the County may require these improvements to be completed as a prerequisite to the issuance of occupancy.</p>	<p>7. Construction of Frontage improvements on Route 29 and Hydraulic Road: At its expense, the Owner shall plan, design, bond and construct travel land improvements to be dedicated for public use on its Hydraulic Road and Route 29 frontage. The design shall be submitted with the first site plan for the initial phase of Albemarle place. The subject frontage improvements are depicted by Exhibit F, "Short Term Route 29 Transportation Improvements." The Owner proffers that the County may require these improvements to be completed as a prerequisite to the issuance of any certificates of occupancy. <i>The construction of the Short Term Route 29 Transportation Improvements shall be deemed complete</i></p>

Original Proffer	Requested Amendment (Underlined italics is additional new language) <i>when they are constructed in conformance with the plans approved by VDOT and opened to public use.</i>
<p>8. Construction of Off-Site Improvements: Upon request by the County or as provided herein, the Owner shall plan, design, bond and construct off-site transportation improvements in the County and the City, as depicted on Exhibit F, "Short Term Route 29 Transportation Improvements". If the improvements are required to be constructed, the Owner proffers that the County may require these improvements to be completed as a prerequisite to the issuance of any certificates of occupancy. Construction shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for the entity's acceptance.</p> <p>A. Off-site Improvements in the County at the Northwest Quadrant of the Hydraulic Road/Route 29 Intersection. The engineering, plats and construction documents for off-site improvements in the County shall be submitted with the final site plan for the initial phase of Albemarle Place. In addition, for property acquisition that is required for the off-site public right of way for Hydraulic Road/Route 29 intersection improvements within the County, the Owner shall make a cash contribution or provide a letter of credit in a form approved by the County Attorney for such purpose in the amount as deemed necessary for the property acquisition by the County Attorney provided that such amount shall not exceed one hundred fifty percent (150%) of the County's appraisal prepared for acquisition or condemnation purposes.</p> <p>The cash contribution or letter of credit described in this</p>	

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>proffer shall be used to pay for the total cost of the right of way acquisition. The total cost of the right of way acquisition for the off-site property in the County at the northwest quadrant of the Hydraulic Road/Route 29 intersection shall include the normal costs associated with acquiring land, buildings, structures, easements and other authorized interests by condemnation or by purchase including, but not limited to, land acquisition, engineering, surveying, and reasonable attorneys fees. The cash contribution or the letter of credit shall be provided by the Owner within thirty (30) days upon request by the County. If the property is acquired by purchase, the contribution for the purchase price shall not exceed one hundred fifty percent (150%) of the County's appraisal prepared for condemnation purposes without the consent of the Owner.</p> <p>If the cost of the right of way acquisition exceeds the amount previously contributed, above, then the Owner shall reimburse the County all such excess costs within thirty (30) days upon request by the County. The County shall refund to the Owner all excess contributions upon completion of the land acquisition.</p> <p>If the right of way has not been acquired within eighteen (18) months after approval of the initial site plan for the first phase of Albemarle Place, which shall include the final right of way plats and all construction documents necessary for the acquisition of the property for the off-site improvements, this Proffer 8(A) shall become null and void and all unexpended funds shall be refunded to the Owner, or the remaining balance of the letter of credit shall be released.</p>	

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>B. Off-site Improvements in the City at the Northeast Quadrant of the Hydraulic Road/Route 29 Intersection. The Owner shall submit the engineering, plats and construction documents (the "plans") for the improvements in the City of Charlottesville to the City of Charlottesville within sixty (60) days after the first site plan for the initial phase of Albemarle Place is submitted to the County. The Owner shall diligently pursue approval of the plans in the City. If the City does not approve the plans within six (6) months after the first final site plan for the initial phase of Albemarle Place is approved by the County, the Owner shall not be required by this proffer to construct any improvements for which approvals have not been obtained. The Owner shall not be required by this proffer to acquire or otherwise pay for right of way in the City for these improvements.</p> <p>If the improvements are required to be constructed, the Owner shall complete construction of the improvements for which right of way is available within twelve (12) months after the issuance of the first certificate of occupancy within Albemarle Place. Construction shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for the entity's acceptance.</p>	
<p>9. Reservation and Dedication of Land for Regional Route 29 and Hydraulic Road Intersection Improvements: The Owner shall reserve for future dedication to the County certain land on the Property in the County for transportation improvements for the Route 29 and Hydraulic Road intersection in the location described as "Area A" on Exhibit</p>	

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>G, "ROW of Way Reservation and Dedication Area". Upon the request of the County, the Owner shall dedicate "Area A" to the County in fee simple for the purpose of construction of regional transportation improvements, provided that such request for dedication is made by the County not later than October 15, 2009, or this proffer shall become null and void.</p> <p>After dedication and until the subject regional transportation improvements are funded for construction, the Owner shall, at the request of the County, maintain this land until requested by the County to no longer do so provided the Owner is granted the right to the exclusive use of the land for landscaped open space, a pocket park, temporary parking, fencing, signage, utilities or other purposes as may be approved with the final site plan for the first phase of Albemarle Place. Upon being requested by the County to no longer maintain the land, the Owner shall cease all use of the land and remove all improvements established by the Owner that the County requests be removed.</p>	
<p>In the event that the adopted design for future public intersection improvements does not require the utilization of all of the dedicated land, upon the Owner's request, the dedicated land shall be transferred to the Owner, at no expense to the Owner. If the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2025, this proffer shall become null and void.</p>	
<p>10. Reservation and Dedication of Additional Land for Route 29 and Hydraulic Road Intersection Improvements: The Owner shall reserve for future dedication to the County, subject to the conditions herein below, certain additional land</p>	

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>on the Property for the right of way for a future Hydraulic Road and Route 29 related regional transportation improvements. The reservation of the additional land is limited to and shall not exceed the area (a) as initially defined on Exhibit E, "MPO Concept Plan-Hydraulic Road/Route 29 Intersection", or (b) as subsequently defined by a revised right of way exhibit in accord with a plan approved by the County that reduces the right of way impact (as now depicted by Exhibit E) on the Property.</p> <p>Upon the request of the County, a temporary construction easement not to exceed twenty (20) feet beyond the reserved area shall be provided for this construction.</p> <p>Until the land is dedicated, the Owner shall maintain this land and shall retain the right to the exclusive use of the land for landscaped open space, a pocket park, temporary parking, fencing, utilities or other purposes as may be approved with the first final site plan submitted for the initial phase of Albemarle Place.</p> <p>The conditions on the subject reservation and dedication shall be as follows:</p> <p>(a) The Owner shall reserve the additional land as shown on Exhibit E until an Official Map or other transportation improvements plan is adopted or approved by the County that defines the right of way for the subject regional transportation improvement and the land to be dedicated to the County. Upon adoption or approval of the Official Map or the transportation improvements plan, the County may request that the Owner dedicate the additional land to the County. The Owner shall dedicate the additional land</p>	

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>within sixty (60) days after the County's request. If said Official Map or transportation improvements plan has not been adopted by the County by December 31, 2009, this proffer becomes null and void.</p> <p>(b) In the event that the adopted design for future public intersection improvements does not require the utilization of all of the reserved or dedicated land, upon request of the Owner the residual portion shall be released by the County from the reservation or, if the land has been dedicated, transferred back to, and for the use of, the Owner.</p> <p>(c) Upon the request of the Owner, the dedicated land shall be released from such dedication, at no expense to the Owner, if the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2025, or at such time the County determines that the land, or any portion thereof, is not needed for such improvements, whichever occurs first.</p> <p>(d) The design and construction of the Hydraulic Road and Route 29 intersection and related regional transportation improvements substantially maintain the access, function, and continuity of service of the planned intersection of Swanson Road (Extended) and existing Hydraulic Road into Albemarle Place at the location of the existing Swanson Road and Hydraulic Road intersection; otherwise this proffer becomes null and void.</p>	<p>11. Signalization Proffer for Hydraulic Road and Route 29 Intersections: <i>The Owner shall be responsible for traffic signalization improvements as follows:</i></p>

Original Proffer	Requested Amendment (Underlined italics is additional new language)
(a) the intersection of "4 th Street" (also know as "Albemarle Place Boulevard") and Route 29, and (b) the intersection of "Cedar Hill Road Extended" and Hydraulic Road. These improvements shall be constructed when the County and VDOT request the installation of such.	<p>A. Owner at its expense shall engineer, bond, and construct traffic signalization improvements at the intersection of Albemarle Place Boulevard and Hydraulic Road. <u>The traffic signalization improvements at this intersection shall be constructed when the County or VDOT request installation of such, but in any event prior to the issuance of a certificate of occupancy for any building in Blocks A, B, C or D, provided that such signal is warranted by the traffic volumes or is otherwise approved by VDOT.</u></p> <p>B. <u>Owner at its expense shall engineer, bond and construct traffic signalization improvements at the intersection of Albemarle Place Boulevard and U.S. Route 29. The traffic signalization improvements at this intersection shall be constructed when the County or VDOT request installation of such, but in any event prior to the issuance of a certificate of occupancy for any building in Blocks E, F or G, provided that such signal is warranted by the traffic volumes or is otherwise approved by VDOT, provided that such signal is warranted by the traffic volumes or is otherwise approved by VDOT.</u></p>
<p>12. Commonwealth Drive Connection: The Owner shall reserve land, engineer, bond and construct at its expense on-site improvements for a street connection at the northwest corner of the Property to Commonwealth Drive adjacent to the land currently known as the "Comdial Property" (TM 61W-3-18) as depicted on Exhibit A, the "Application Plan," and labeled as "Future Commonwealth Connection." The connection will be a two lane facility with a sidewalk constructed on the south side of the street.</p> <p>Upon the request of the County, the Owner shall engineer, bond and construct the off-site portion of the connection to</p>	<p>12. Commonwealth Drive connection: <u>Upon demand of the County, but no earlier than the issuance of a building permit for any building within Block F, the Owner shall reserve right-of-way along the northern edge of the parking lot in Block F of the Property for a future street connection to Commonwealth Drive through the "Comdial Property" (TM 61W-3-18).</u> The <u>future</u> connection will be a two lane facility.</p> <p>Upon the request of the County, the Owner shall engineer, bond and construct <u>both the on-site and the off-site portions of the connection to Commonwealth Drive on the "Comdial Property"</u> provided that</p>

Original Proffer	Requested Amendment (Underlined italics is additional new language)
<p>Commonwealth Drive on the "Comdial Property" provided that plat and plan approvals and construction permits as may be necessary for such construction for the connection through off-site properties for this improvement have been granted at no cost to the Owner, and the request for such connection through the off-site property is made by the County prior to October 15, 2013. Upon the request of the County, the connection shall be completed by the Owner within twelve (12) months from the date of satisfaction of the conditions as set forth above.</p>	<p><u>easements and acquisition of right-of-way</u> as may be necessary for such construction for the connection through off-site properties for this improvement have been granted at no cost to the Owner, and the request for such connection through the off-site property is made by the County prior to October 15, 2020. Upon the request of the County, the connection shall be completed by the Owner within twelve (12) months from the date of satisfaction of the conditions as set forth above.</p>
<p>13. Other "Super Block" Street Connections: The Owner shall reserve land and grant construction and permanent access easements or right of way at no expense to the County for the purposes of future construction (by others) of inter-parcel street connections within the "Super Block" at the following locations: First Street (to west to Commonwealth Drive), Second Street (to west to Commonwealth Drive), Third Street (to west to Commonwealth Drive), Cedar Hill Road Extended (in Block F north to "Comdial Property"), Fourth Street (between Blocks F and G north to "Comdial Property"), Swanson Road Extended (to north to "Sperry Property") and at two additional locations into Sperry Property.</p> <p>The locations for easement or right of way reservation and dedication are as generally depicted on Exhibit A and labeled thereon as "Future Extension." These easement or right of way locations shall be identified, platted and dedicated at the request of the County in conjunction with subsequent site plan applications for Albemarle Place.</p>	
	<p>14. Substituted Transportation Improvements. <u>A. Notwithstanding the requirements of paragraph 8(B) herein (hereinafter referred to as the "Paragraph 8(B) Improvements")</u>.</p>

Original Proffer	Requested Amendment (Underlined italics is additional new language)
	<p><u>the Owner may elect, in its sole discretion, and on the terms and conditions contained herein, to contribute cash to the City for certain transportation improvements in the City known as the "Rte. 29/250 Bypass Interchange Improvement Project" identified as VDOT and City project number 0029-104-248 (the "Substituted Improvements Project") in lieu of constructing the Paragraph 8(B) Improvements.</u></p> <p><u>B. In the event the Owner elects to contribute cash toward the Substituted Improvements Project in lieu of constructing the Paragraph 8(B) Improvements (the "Owner's Contribution"), the following terms shall apply:</u></p> <ol style="list-style-type: none"> <u>1. The Owner shall notify the County's Director of Community Development (the "Director") in writing of its election within sixty (60) days after the approval of the first final site plan for the initial phase of Albemarle Place (the "Notice").</u> <u>2. The submission of the Notice to the Director shall suspend the deadline for the Owner to submit the Plans (as "Plans" is defined in Proffer 8(B)) to the City, if applicable.</u> <u>3. The amount of the Owner's Contribution to the Substituted Improvements Project shall be subject to a written agreement between the Owner and the City (the "City Agreement").</u> <u>4. Within six (6) months after the Notice is sent to the Director, or within sixty (60) days after execution of the City Agreement, whichever is later to occur, the Owner shall contribute a portion of the Owner's Contribution to the City in the amount of One Million Dollars (\$1,000,000), less any amounts credited by the City and VDOT to Owner for planning and design work on the Paragraph 8(B) Improvements (the "Net Contribution"). The Net Contribution</u>

Original Proffer	Requested Amendment
	<p>(Underlined italics is additional new language)</p> <p><u>may be in the form of cash or a letter of credit issued by a bank approved by the City, or a combination thereof. The City Agreement shall set forth the terms of and schedule for draw down of the Net Contribution.</u></p> <p><u>5. In the event that the Substituted Improvements Project is terminated, or has not otherwise been completed (as described herein) within thirty-six (36) months after the City receives the Net Contribution, and upon the City's refunding of the Net Contribution to the Owner pursuant to the City Agreement, the Owner shall forward funds equal to Five Hundred Thousand Dollars (\$500,000) to the County for funding transportation improvements in the vicinity of the U.S. Route 29/Hydraulic Road intersection identified in the County's Capital Improvements Program. In the event such funds have not been expended by the County for the stated purpose within ten (10) years from the date the funds were contributed to the County, all unexpended funds shall be refunded to the Owner. Construction of the Substituted Improvements Project shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for the entity's acceptance.</u></p> <p><u>6. Notwithstanding the provisions of paragraph 14(B)(5) herein, upon the City's receipt of the Net Contribution, the Owner shall be relieved of any obligation to construct the Paragraph 8(B) Improvements.</u></p>

**OVERALL SITE PLAN
PROJECT SUMMARY**

AREA	200,000 SQ. FT.
NET AREA	100,000 SQ. FT.
ANCHOR RETAIL	100,000 SQ. FT.
RETAIL	100,000 SQ. FT.
THEATRE	100,000 SQ. FT.
OFFICE	100,000 SQ. FT.
RESTAURANT	100,000 SQ. FT.
LOBBY	100,000 SQ. FT.
TOTAL AREA	1,000,000 SQ. FT.

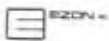
COLOR LEGEND

ANCHOR RETAIL	ANCHOR RETAIL
RETAIL	RETAIL
THEATRE	THEATRE
OFFICE	OFFICE
RESTAURANT	RESTAURANT
LOBBY	LOBBY
LANDSCAPE	LANDSCAPE
WATER	WATER
WATER OF FLOODING	WATER OF FLOODING



EXHIBIT A

Development Group
LANDONOMICS GROUP



ALBEMARLE PLACE
TOWN CENTER

CCW The CCW Company

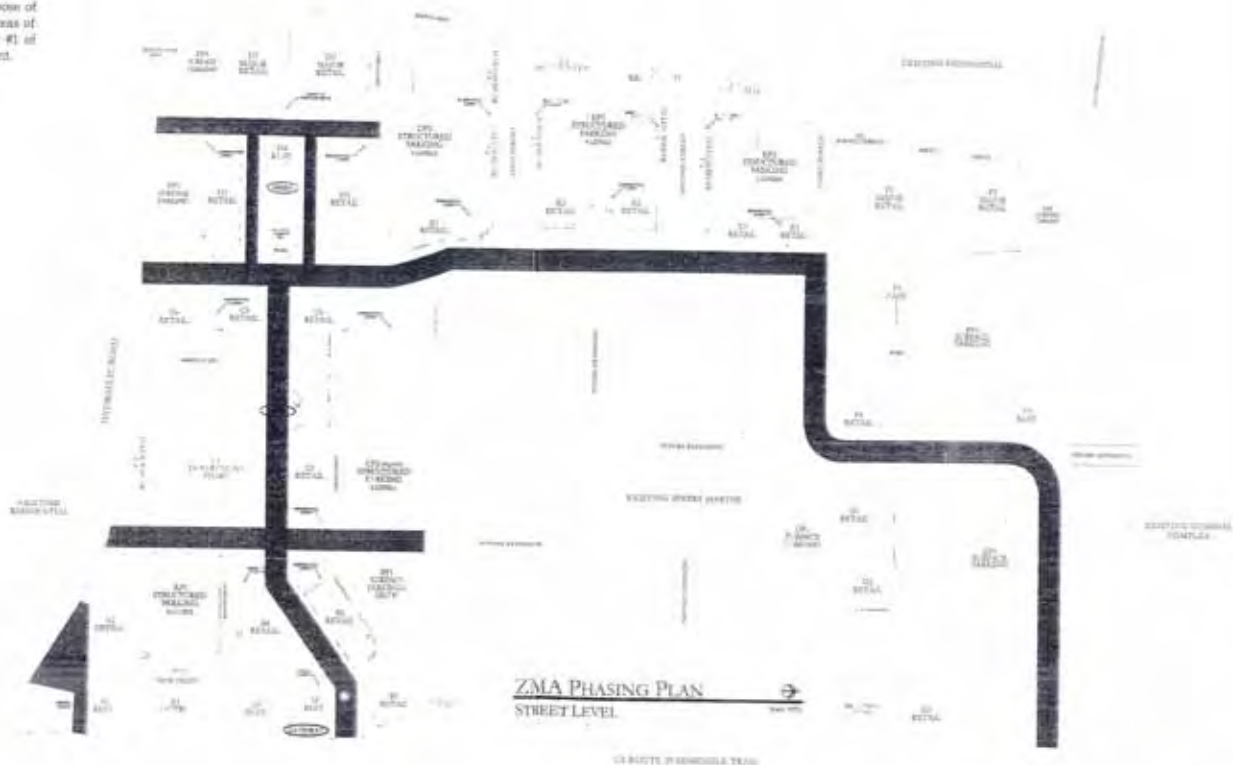
Design Team

KA, Inc.

SP1

1. ZMA Planning Plan, General:

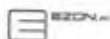
This exhibit is presented for the purpose of depicting the general geographical areas of the Property as referenced in Proffer #1 of the Albemarle Place Proffer Statement.



MOB 10/21/01

DEVELOPMENT DIVISION

LANDONOMICS GROUP



ALBEMARLE PLACE
TOWN • CENTER

COMPTON & ASSOCIATES, VIRGINIA



The COX Company



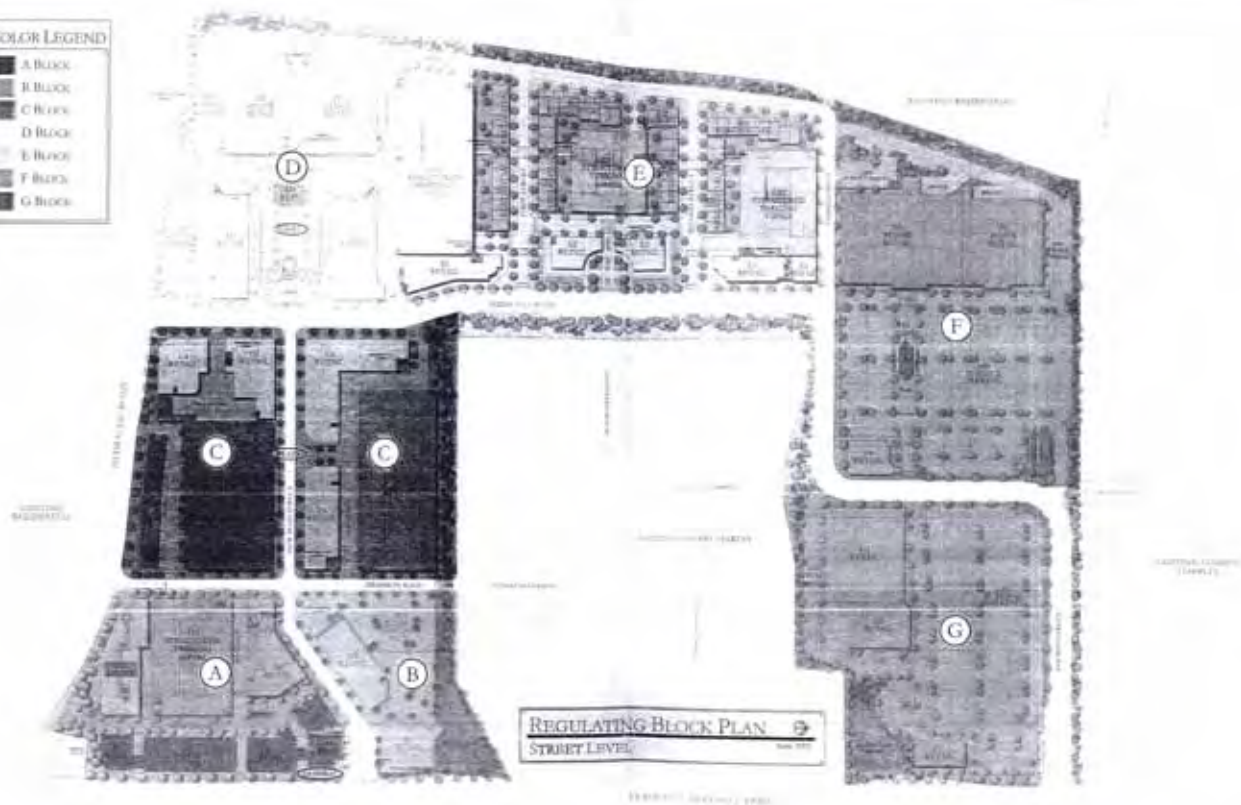
K.A. Inc.

CD4

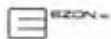
SP4

10/10/2008

COLOR LEGEND	
	A BLOCK
	B BLOCK
	C BLOCK
	D BLOCK
	E BLOCK
	F BLOCK
	G BLOCK



DESIGNED BY
LANDONOMICS GROUP



ALBEMARLE PLACE TOWN CENTER

1110 ALBEMARLE STREET

COX The COX Company

DESIGNED BY

KA, Inc.

SP3

29H250 Design and Areas Reserved by Applicant

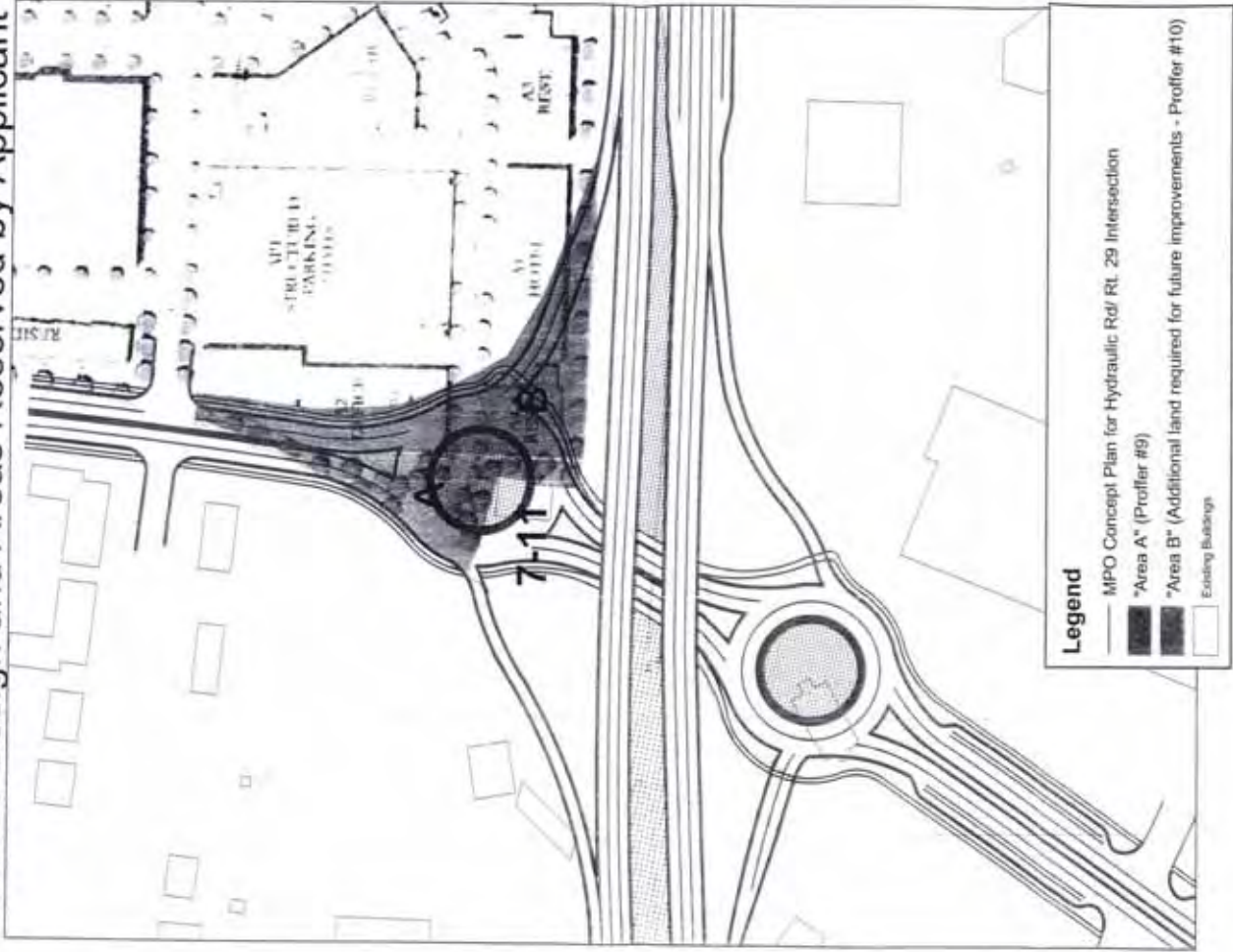


EXHIBIT E: MPO CONCEPT PLAN-
HYDRAULIC ROAD/ROUTE 29

1/28/03 4/22/03



EXHIBIT F: SHORT TERM ROUTE 29 TRANSPORTATION IMPROVEMENTS

SHORT TERM TRANSPORTATION IMPROVEMENTS

1. A continuous right turn lane (acceleration/deceleration/ full-frustrage-improvement) on Seminole Trail (Rt. 29) southbound from the northernmost site entrance (4th Street) to the Hydraulic Road intersection, to include a 250' right turn lane and 100' taper into the northernmost site entrance (4th Street).
 2. A continuous right turn lane on Hydraulic Road (Rt. 743) westbound from Seminole Trail (Rt. 29) to the westernmost site entrance (Inglewood Drive).
 3. A 200' left turn lane and 100' (or as determined by VDOT) taper on Hydraulic Road (Rt. 743) eastbound onto Seminole Trail (Rt. 29) northbound.
 4. Spot improvements in the City to achieve a continuous right turn lane on Hydraulic Road (Rt. 743) westbound from the Knarr site entrance to Seminole Trail (Rt. 29), and on Seminole Trail (Rt. 29) northbound to Zan Road.
 5. Cedar Hill intersection and signal installation.
 6. A median on Hydraulic Road (Rt. 743) from Seminole Lane (Rt. 29) to 50' west of Swanson Drive.
 7. A 350' extension of the two left turn lanes on Seminole Trail (Rt. 29) northbound into Greenbrier Drive (Rt. 866), if the new signal and cross-over in front of the Post Office is not allowed.
- B. Minimum improvements required for a new signal and median on Seminole Trail (Rt. 29)**
8. Extend the continuous right turn lane on Seminole Trail (Rt. 29) southbound to Greenbrier Drive (Rt. 866), and lengthen the right turn lane into Greenbrier Drive (turn lane and taper lengths to be determined by VDOT).
 9. A left turn lane and taper on Seminole Trail (Rt. 29) southbound into the Post Office entrance (turn lane and taper lengths to be determined by VDOT).
 10. Two left turn lanes with taper on Seminole Trail (Rt. 29) northbound into the new site entrance at 4th Street— (turn lane and taper lengths to be determined by VDOT).
 11. Spot improvements to achieve a continuous right turn lane on Seminole Trail (Rt. 29) northbound from Zan Road to Greenbrier Drive (Rt. 866).
 12. Full intersection and signal installation at the new site entrance (4th Street).

MD

10/14/04

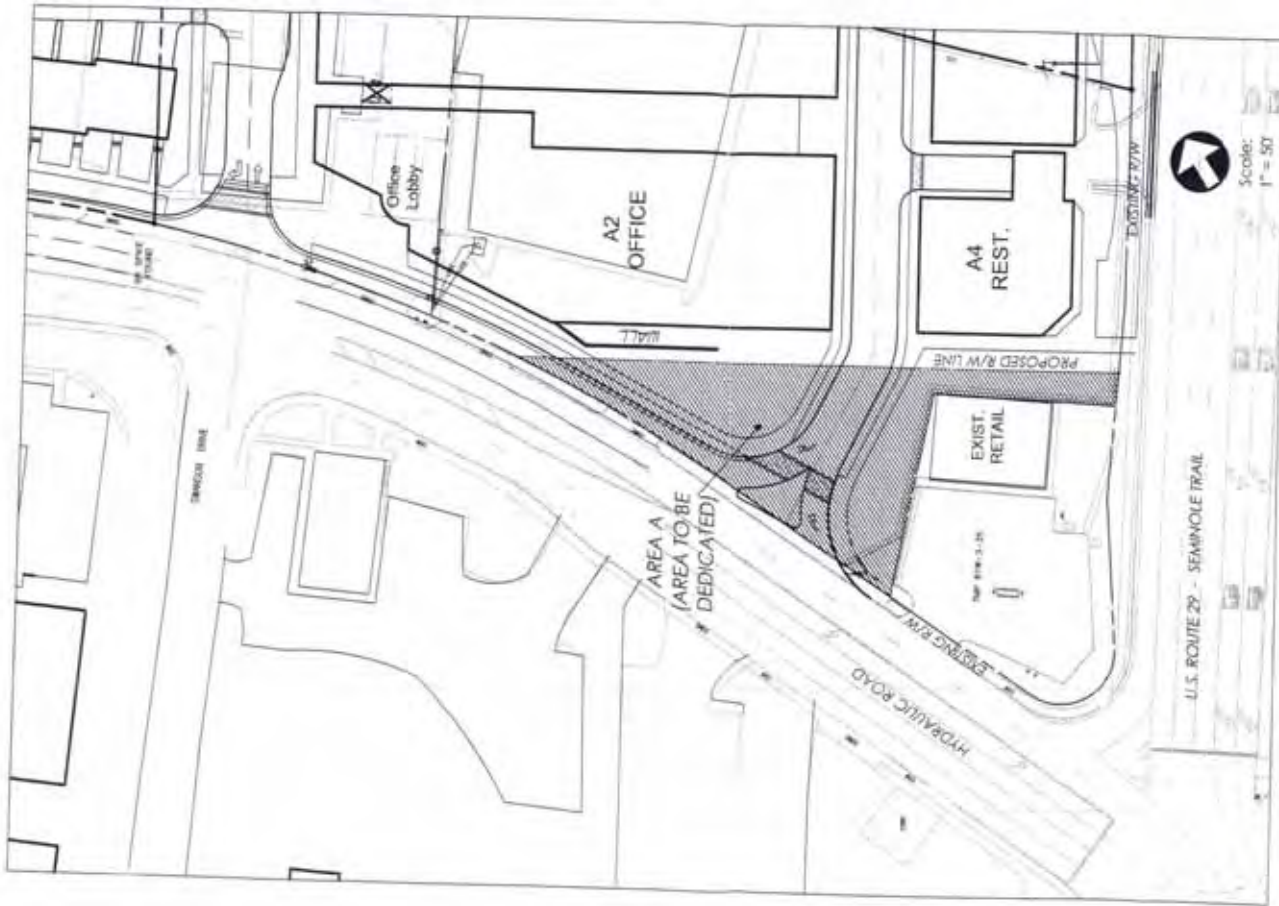


EXHIBIT G
RIGHT OF WAY DEDICATION AREA
ALBEMARLE PLACE ZONING MAP AMENDMENT
October 21, 2003



MDP 10/22/03



WILLIAMS MULLEN

Direct Dial: 434.951.5709
vlong@williamsmullen.com

May 3, 2010

VIA HAND DELIVERY

Claudette Grant
Principal Planner
Albemarle County
Department of Community Development
401 McIntire Road
Charlottesville, VA 22902

Re: ZMA 2008-003 - Albemarle Place Amendment

Dear Claudette:

In connection with ZMA 2008-003, Albemarle Place Amendment (the "Project") and on behalf of our client Edens & Avant, I would like to take the opportunity to address the comments in your comment letter of April 2, 2010:

Proffers:

Planning:

- I have included the revised proffers in track changes/blackline format for your convenience, so there is now a single set of proffers.
- As we discussed by phone several weeks ago regarding proffer 14, Substituted Transportation Improvements, the language you had provided in your comment letter did not reflect how this proffer concept has evolved over the past 18 months. The text in the proffer is current and reflects the discussions we have been having with Mark Graham, Wayne Cilimberg and you about how the parties expect the process to work.

Engineering and Water Resources:

- In proffer 12, we have changed the sunset date from 2013 to 2020. When the Albemarle Place project was originally approved in 2003, the 2013 date reflected a 10-year sunset provision, so we have shifted the date by a corresponding number of years, such that if the Project is approved this year, it would similarly have a 10-year sunset provision. Regarding the request to tie this sunset to the last certificate of occupancy issued, we were concerned that would make the obligation essentially perpetual, in that even long

A Professional Corporation



WILLIAMS MULLEN

May 3, 2010

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after the Project builds out, changes to interior or exterior spaces could require a CO, such that no one would really be able to identify when the "last" CO had been issued.

- Regarding the same comment, the text about "plats and plan approvals and construction permits" was merely a continuation of the same text that was approved as part of the original proffers in 2003. We had added in a reference to easements and right of way acquisition as well. For clarity, I have revised this text to eliminate the reference to plats, plans and construction permits, so that it now reads "...provided that easements, and acquisition of right-of-way as may be necessary for such construction for the connection through off-site properties for this improvement have been granted at no cost to the Owner..."

VDOT:

- Regarding proffer 11, we have modified it to include the requested references to the signal warrants being met in both paragraphs A and B. However, we also wanted to include the text "or as otherwise approved by VDOT" in the event that the signal warrants have not be met, but VDOT nevertheless approves the installation of the signal. We recognize that the likelihood of such an event occurring is rare, but we did not want the wording of the proffers to preclude the installation of the signal if VDOT approved it even if the signal warrants were not met.

Zoning:

- As we discussed by phone, instead of providing a revised application plan showing the phasing of improvements, we have provided an exhibit that graphically shows the phasing. Exhibit A-1 is attached to the revised proffers and shows the Phase 1 and Phase 2 areas using the approved Application Plan. One note of clarification – we have added new text to paragraphs 1A and 1B to clarify that infrastructure to support the Phase 1 building improvements can be installed on the Phase 2 land. This text was added when it became apparent that we may need to install a temporary stormwater management facility on the Phase 2 land to support the Phase 1 buildings until permanent stormwater management facilities are constructed as part of Phase 2.
- Regarding the request for right-of-way dedication that is referenced in proffers 9 and 10, the Applicant is working on this dedication and intends to satisfy this proffer as soon as possible once it can have the necessary subdivision plats prepared.



WILLIAMS MULLEN

May 3, 2010

Page 3

- Regarding proffer 1C and the request for an overall landscape plan, the Applicant understands the need for consistency in the landscaping plan. At the site plan development stage, the Applicant will either submit a single overall plan, or, if it is only submitting a site plan for a particular block at the time, it will include a landscaping plan for that block that will form the basis of the overall landscaping plan. This appears to be consistent with the comments from the ARB staff that "the landscape plan approved with the first block site plan will likely establish the character of the planting that will be required on the remaining blocks."

Architectural Review Board:

- The Applicants understand that the landscape plan approved with the first block site plan will likely establish the character of the planting required in the remaining blocks.

Sign Regulations:

Architectural Review Board:

- We appreciate the clarification on the sign issues.

Code of Development Appendix A – Permitted/Prohibited Uses by Block:

Zoning:

- We have modified the Permitted Uses Table to provide that a body shop and motor vehicle sales are now permitted only by Special Use Permit. We have also removed the category of "Educational, technical and trade schools." That category was included with the original Permitted Use Table that was approved in 2003, but we understand that such use is now defined as a "private school" which is permitted by right in the Project. We have also added temporary events as a use that is permitted by Special Use Permit.

Planning:

- We have deleted Animal Shelter, Self-Storage Facilities, and Wholesale Distribution from the permitted uses. A Hospital is now permitted only by Special Use Permit. We recognize that a Hospital is not likely to be a use at the Project, but given the rapidly evolving changes in health care, including the impacts that those changes have on how health care is delivered in terms of the facilities and buildings, we wanted to at least permit this use by special use permit in case a small hospital were ever an appropriate fit in the future.



WILLIAMS MULLEN

May 3, 2010

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- Thank you for the information about the zoning text amendments for wayside stands. I understand this ZTA is being processed now and that the applicable definitions for various related uses may be modified. We are happy to adjust our table of uses in the coming weeks after the ZTA is approved to reflect these changes.

Rivanna Water and Sewer Authority (RWSA):

- We appreciate the update on the status of the upgrades to the Meadow Creek Interceptor, and expect that the timing for completion of that project will coincide well with the construction of the Albemarle Place Project.

Other Issues:

- As we have discussed by phone, the Applicant is interested in pursuing other modifications to the Code of Development in the near future, as soon as this current proffer amendment process is completed.
- We appreciate the information about the need for all property owners to authorize all rezoning amendments, and will take care to draft deed and covenant language appropriately to avoid conflict in the future.
- Regarding setbacks, I have discussed this issue with Elaine Echols. She has advised that a suggested setback along Route 29 would be 40 feet between the building and the edge of pavement. However, such a large setback would be inconsistent with the approved Application Plan for the Project, which shows the buildings much closer to the road, and is an important element of the Application Plan. We will need to work with you in the coming days to resolve this issue.
- Regarding the request to modify Proffer 6, we had not proposed any modifications to that Proffer. We think that this Proffer as originally approved and currently written strikes a reasonable balance between tying the cash payment obligation to the units being constructed, but also includes a five-year deadline for all the payments to be made if they have not been already. From a economic viability perspective, this is a reasonable approach, because at the time that COs are being requested for residential dwelling units, the Owners are likely to have the units either pre-leased or pre-sold, such that there is a reasonable expectation of revenue in the near future that will help fund the cash proffer payments. But if the 5-year period is eliminated as suggested by your comment, this could require the Owners to make the cash payment years before the units are actually constructed.



WILLIAMS MULLEN

May 3, 2010

Page 5

- Similarly, the request to modify references and triggers for other cash proffers from the issuance of COs to building permits is equally challenging for the Owners. This would require the significant cash proffers to be paid far earlier in the process than was understood by the Owners when they purchased the Property after reviewing the approved proffers.

We appreciate your review and consideration of these comments and the related revised proffers and Table of Permitted Uses. Should you have any questions or comments, please contact me at 951-5709. At this time, we would like to coordinate with you on moving toward a Planning Commission public hearing as soon as possible. I will contact you in the next few days to arrange a meeting to go over these remaining issues and to coordinate the public hearing schedule.

Sincerely,

Valerie W. Long

cc: Tom Gallagher, Edens & Avant

CODE OF DEVELOPMENT APPENDIX A – Permitted/Prohibited Uses by Block*

October 15, 2003 (revised _____, 2010)

*P-Permitted uses by block; SP-Uses that may be applied for via Special Use Permit; Blank – Uses prohibited within block.
The square footages for all uses shaded in this table shall count towards the retail portion of the non-residential square footage maximum established in the Code of Development in Table I: "Uses Table"

Block Group		1				2	3	
Block		A	B	C	D	E	F	G
RESIDENTIAL USES	Detached single family							
	Semi-detached and attached single-family dwellings such as duplexes, triplexes, quadraplexes, townhouses, atrium houses and patio houses, and accessory apartments.	P	P	P	P	P		
	Multiple-family dwellings	P	P	P	P	P		
	Rental of permitted residential uses	P	P	P	P	P		
	Homes for developmentally disabled persons (reference 5.1.07)	P	P	P	P	P		
	Boarding houses	P	P	P	P	P		
	Tourist lodgings (reference 5.1.17)	P	P	P	P	P		
	Home occupation, Class A (reference 5.2)	P	P	P	P	P		
	Home occupation, Class B (reference 5.2)	SP	SP	SP	SP	SP		
	Accessory uses and buildings, including storage buildings	P	P	P	P	P	P	P
	Assisted living	P	P	P	P	P	P	P
	Rest home, nursing homes, or convalescent homes	P	P	P	P	P	P	P
NON-RESIDENTIAL USES	Administrative, business and professional offices	P	P	P	P	P	P	P
	Antique, gift, jewelry, notion and craft shops	P	P	P	P	P	P	P
	Auction houses	P	P	P	P		P	P
	Automobile laundries	P	P	P	P		P	P
	Automobile, truck repair shop excluding body shop						P	
	Automobile service stations (reference 5.1.20)							
	Barber, beauty shops	P	P	P	P	P	P	P
	Body Shop	SP	SP	SP	SP		SP	SP
	Building materials sales	P	P	P	P		P	P
	Tier I personal wireless service facilities (reference 5.1.40)	P	P	P	P	P	P	P
	Tier II personal wireless service facilities (reference 5.1.40)	P	P	P	P	P	P	P
	Tier III personal wireless service facilities (reference 5.1.40)	SP	SP	SP	SP	SP	SP	SP
	Cemeteries							
	Churches	P	P	P	P	P	P	P
	Clothing, apparel and shoe shops	P	P	P	P	P	P	P
	Clubs, lodges, civic, fraternal, patriotic (reference 5.1.2)	P	P	P	P	P	P	P
	Commercial kennels – indoor only (reference 5.1.11)	P	P	P	P		P	P
	Commercial recreation establishments including but not limited to amusement centers, bowling alleys, pool halls and dance halls	P	P	P	P	P	P	P
	Community center	P	P	P	P	P	P	P
	Contractors' office and equipment storage yard	P	P	P	P	P	P	P
	Convenience stores	P	P	P	P	P	P	P
	Day care, child care, or nursery facility (reference 5.1.06)	P	P	P	P	P	P	P
	Department store	P	P	P	P	P	P	P
	Drive-in theaters							
	Drive-in windows serving or associated with permitted uses	SP	SP	SP	SP	SP	SP	SP
	Drug store, pharmacy	P	P	P	P	P	P	P
	Eating establishment (not including fast food restaurant)	P	P	P	P	P	P	P

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Block Group		1				2	3	
Block		A	B	C	D	E	F	G
Electric, gas, oil and communication facilities, excluding tower structures and including poles, lines, transformers, pipes, meters and related facilities for distribution of local service and owned and operated by a public utility. Water distribution and sewerage collection lines, pumping stations and appurtenances owned and operated by the Albemarle County Service Authority. Except as otherwise expressly provided, central water supplies and central sewerage systems in conformance with Chapter 16 of the Code of Albemarle and all other applicable law.		P	P	P	P	P	P	P
Factory outlet sales – clothing and fabric		P	P	P	P	P	P	P
Farmers' market (reference 5.1.36)		P	P	P	P	P	P	P
Fast food restaurant		P	P	P	P	P	P	P
Feed and seed stores (reference 5.1.22)		P	P	P	P	P	P	P
Financial institutions		P	P	P	P	P	P	P
Fire and rescue squad stations (reference 5.1.09)		P	P	P	P	P	P	P
Fire extinguisher and security products, sales and service		P	P	P	P	P	P	P
Florist		P	P	P	P	P	P	P
Food and grocery stores including such specialty shops as bakery, candy, milk, dispensary and wine and cheese shops		P	P	P	P	P	P	P
Funeral homes		P	P	P	P		P	P
Furniture and home appliances (sales and service)		P	P	P	P	P	P	P
Hardware store		P	P	P	P	P	P	P
Health club or spa		P	P	P	P	P	P	P
Heating oil sales and distribution (reference 5.1.20)		P	P	P	P	P	P	P
Home and business service such as grounds care, cleaning, exterminators, landscaping and other repair and maintenance		P	P	P	P	P	P	P
Hospitals		SP	SP	SP	SP	SP	SP	SP
Hotels, motels and inns		P	P	P	P	P	P	P
Indoor athletic facilities		P	P	P	P	P	P	P
Indoor theaters		P	P	P	P	P	P	P
Laboratories, medical or pharmaceutical		P	P	P	P	P	P	P
Laundries, dry cleaners		P	P	P	P	P	P	P
Laundromat (provided that an attendant shall be on duty at all hours during operation)		P	P	P	P	P	P	P
Libraries, museums		P	P	P	P	P	P	P
Light warehousing		P	P	P	P	P	P	P
Livestock sales								
Machinery and equipment sales, service and rental		P	P	P	P	P	P	P
Medical center		P	P	P	P	P	P	P
Mobile home and trailer sales and service								
Modular building sales								
Motor vehicle sales, service and rental		SP	SP	SP	SP	SP	SP	SP
Musical instrument sales		P	P	P	P	P	P	P
New automotive parts sales		P	P	P	P	P	P	P
Newspaper publishing		P	P	P	P	P	P	P
Newsstands, magazines, pipe and tobacco shops		P	P	P	P	P	P	P
Office and business machines sales and service		P	P	P	P	P	P	P

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Block Group		1				2	3	
Block		A	B	C	D	E	F	G
	Optical goods sales	P	P	P	P	P	P	P
	Outdoor Amphitheatre with no fixed seats and limited operation (such as no loudspeakers after 10pm, weekends only, etc.)				P			
	Outdoor eating establishment or café	P	P	P	P	P	P	P
	Outdoor storage, display and/or sales serving or associated with a by-right permitted use, if any portion of the use would be visible from a travelway	SP	SP	SP	SP	SP	SP	SP
	Parks, playgrounds and civic spaces	P	P	P	P	P	P	P
	Photographic goods sales	P	P	P	P	P	P	P
	Private schools	P	P	P	P	P	P	P
	Professional offices, including medical, dental and optical	P	P	P	P	P	P	P
	Public and private utilities and infrastructure	P	P	P	P	P	P	P
	Public uses and buildings, including temporary or mobile facilities such as schools, offices, parks, playgrounds and roads funded, owned or operated by local, state, or federal agencies, public water and sewer transmission, main or trunk lines, treatment facilities, pumping stations and the like, owned and/or operated by the Rivanna Water and Sewer Authority	P	P	P	P	P	P	P
	Research and development activities including experimental testing	P	P	P	P	P	P	P
	Retail nurseries and greenhouses	P	P	P	P	P	P	P
	Sales & Service of goods associated with principal use	P	P	P	P	P	P	P
	Sales of major recreational equipment and vehicles						P	P
	School of special instruction	P	P	P	P	P	P	P
	Seasonal and periodic events such as holiday festivals, community fairs, artisan and public open markets, and other pedestrian related events to be conducted on adjacent private streets	P	P	P	P	P	P	P
	Temporary Events	SP	SP	SP	SP	SP	SP	SP
	Septic tank sales and related services							
	Sporting goods sales	P	P	P	P	P	P	P
	Stand alone parking and parking structures (reference 4.12, 5.1.41)	P	P	P	P	P	P	P
	Stormwater management facilities shown on an approved final site plan or subdivision plat	P	P	P	P	P	P	P
	Swim, golf, tennis or athletic facility	P	P	P	P	P	P	P
	Tailor, seamstress	P	P	P	P	P	P	P
	Temporary construction uses (reference 5.1.18)	P	P	P	P	P	P	P
	Temporary nonresidential mobile homes (reference 5.8)	P	P	P	P	P	P	P
	Veterinary Office and Hospital	P	P	P	P	P	P	P
	Visual and audio appliances sales	P	P	P	P	P	P	P
	Warehouse facilities not permitted under section 24.2.1 (reference 9.0)							
	Wayside stands – vegetables and agricultural produce (reference 5.1.19)	P	P	P	P	P	P	P
	Wholesale Distribution	SP	SP	SP	SP	SP	SP	SP

Claudette Grant

From: DeNunzio, Joel D., P.E. [Joel.DeNunzio@VDOT.virginia.gov]
Sent: Wednesday, June 09, 2010 3:20 PM
To: Claudette Grant
Subject: RE: Albemarle Place Amendment - ZMA 2008-003

Claudette,

I have reviewed the proffer changes and have the following comments:

- Section 1A indicates that the road may be ready for acceptance even if the final paving is not complete. VDOT will not inspect the road for acceptance until final paving is complete.
- Section 6 has the number 939 days and I think it may be an error.
- Section 7, the first sentence should probably read "travel lane" instead of "travel Land".
- Section 9, first paragraph-the date has expired. Has the county already made the ROW dedication request? Also, the third paragraph states that the reserved ROW has to be under construction by 10-15-2025. The interchange plan at this location is not planned prior to that date. There should be no sunset on the reserved ROW.
- Section 10 has the same date issues as section 9.

I realize that some of these comments are not directed only toward the proposed changes to the proffers but some of these dates may cause issues in the future with needed transportation improvements. In general, it looks like the majority of the changes reflect the changes to the phasing of the project and the proffers with the City of Charlottesville and I have no comments on those.

Thanks
Joel

Joel DeNunzio, P.E.
Staff Engineer
434-293-0011 Ext. 120
joel.denunzio@vdot.virginia.gov



STAFF PERSON:
PLANNING COMMISSION DATE:
BOARD OF SUPERVISORS DATE:

MICHAEL BARNES
SEPTEMBER 2, 2003
OCTOBER 8, 2003

ZMA 01-07 Albemarle Place

APPLICATION OVERVIEW

Applicant's Proposal:

Albemarle Place is a large-scale, multi-floor retail, office and residential development at the corner of Hydraulic Road and Route 29 (See first and upper floor Application Plans – Attachment A & B). Major features of the proposal include a 120-160 room hotel, restaurants, a multi-screen cinema, a two-story department store, smaller retail stores, several large single-story retail users (which include a grocery store), on-street and structured parking, public open spaces, and 700-800 residential units provided as either apartments over retail uses or as townhouses.

The applicant has also provided a Code of Development. The Code is a set of customized regulations that govern specific design and land use elements of the proposal (attached as a separate document). The Code contains the following important features:

- A general purpose and intent statement,
- Regulations governing land use,
- Regulations controlling the project's built form (i.e., the architecture, landscaping and hardscape);
- Street design specifications;
- The Application Plan (the Application Plan is divided into a two exhibits: a "street-level" plan and an "upper levels" plan;
- A Block Exhibit Plan (as proposed the seven blocks (Blocks A – G) are clustered into 3 Block Groups);
- A Phasing Plan;
- A Conceptual Grading Plan; and,
- Parking Standards.

The applicant has also requested a series of waivers and modifications to the Albemarle County Zoning Ordinance (Sections 18) under Section 18.8.2 (the general regulations for planned development districts) and to the Subdivision Ordinance under Section 14-237. The waiver and modifications requests are analyzed within this report. For the Commission's action and modification, if necessary, a summary of the waivers/ modifications is attached as an action list (Attachment C).

Finally, the applicant has provided a written set of proffers with exhibits A to F (Attachment D).

Petition for Rezoning:

The applicant requests to rezone 64.7 acres from C-1 (Commercial) and LI (Light Industry) to NMD (Neighborhood Model District) to allow a mixed-use development. The properties, described as Tax Map 61W-3 Parcels 19A, 19B, 23, and 24, are located in the Jack Jouett Magisterial District at the corner of Hydraulic Road (Route 743) and Route 29 North. The Comprehensive Plan designates this property as Regional Service in Neighborhood I.

Character of the Area:

The site is located in northwest corner of the Route 29 north and Hydraulic Road intersection. The applicant's proposal includes redeveloping the Blockbuster shopping center on this corner. However, it does not include 7-11 store immediately on the corner. The other three corners of this intersection are in the City of Charlottesville.

Starting on the eastern edge and moving clockwise around the project area, the following physical features can be found: The U.S. Post Office and the Seminole Square and K-mart Shopping Centers and are located across Route 29 in the city. The Meadow Creek drainage system runs behind the shopping centers. To the south, several commercial establishments front along Hydraulic Road. Behind these businesses, there is the Meadows Neighborhood. Both the commercial establishments and the neighborhood are a part of the City. The City/ County Line turns away from Hydraulic at Inglewood Drive. Between Inglewood and Commonwealth Drive, the Inglewood Square Condominiums, Barterbrook Apartments and the Sprint Office building can be found along Hydraulic Road. To the west, the Village Green Shopping Center and a series of townhouse are situated between Commonwealth Drive and the western boundary of the site. On the west side of Commonwealth, the Turtle Creek and Hunter's Creek Apartment Complexes are located. To the north, the project site is bounded by the Comdial facility. There are businesses fronting on Greenbrier Drive north of Comdial. In summary, the built environment surrounding the project area is a diverse mixture of residential types, industrial uses, and commercial ventures with both a local and regional appeal. (Vicinity Map – Attachment E)

From an natural environmental perspective, the surrounding area retains few of its natural features. As alluded to above, the site is surrounded by development. The two small, intermittent streams flowing across the site from the west towards Meadow Creek are one of the few environmental features left. The project site will also impact two of the few remaining large, wooded tracts in Neighborhood 1.

Planning and Zoning History:

Several Comprehensive Plan Amendments have been proposed for these properties. The first was the Sperry Corners proposal (CPA 1997-006). In this proposal, the applicant, the Faison Corporation, sought to have the land use designation changed from Industrial Service to Regional Service. Their proposal was to allow for a large, retail destination store on the site. This proposal did not have a mixed-use component. The applicant withdrew the proposal prior to any Planning Commission action.

Last year, the Board of Supervisors approved the Hydraulic Super Block Comprehensive Plan Amendment 2001-04 (CPA) which was proposed by the current applicant. The CPA language is provided (Attachment F) and serves as the basis of review for this rezoning request.

There is no relevant rezoning history for these properties. The parcels in and around the Sperry Marine Facility have been re-subdivided several times in anticipation of possible development.

By-right Use of the Properties:

Tax Map Parcel 61W1-3-19A and 19B are 62.244 acres of LI (Light Industrial) zoned land. With LI zoning, the applicant can build either industrial related uses or offices. Tax Map Parcel 61W1-3-23 and 24 are 2.461 acres of C-1 (Commercial) zoned land. With C-1 zoning, the

applicant can build a wide variety of commercial uses or offices. Residential uses are not by-right on any of these parcels.

Applicant's Justification for the Request:

The applicant intention is to provide a high quality, up-scale, mixed-use development that provides an excellent example of how the County's recently adopted Neighborhood Model can be implemented in a commercial setting. The applicant believes that their project and proffers adequately off-set environmental, traffic, and other impacts related to the proposal.

Recommendation:

Staff believes that the applicant has met the land use and site design goals and requirements set forth in the Hydraulic Super Block CPA and has mitigated traffic impacts from the development to the extent possible. However, there are the following technical issues that have not been resolved and need to be resolved prior to any action to approve:

1. The proffer language should be resolved to the satisfaction of the County staff.
2. The hardscape standards in the Code of Development should be defined to the satisfaction of the Director of Planning and Community Development.

Once these technical issues are resolved satisfactorily, staff recommends approval of the rezoning (ZMA 01-07) and the requested waivers/ modification in Attachment C of this report..

STAFF ANALYSIS

CONFORMITY WITH THE COMPREHENSIVE PLAN:

This section assesses the Albemarle Place proposal's ability to meet the goals set forth in the Comprehensive Plan. More specifically, the rezoning request is assessed against the following components of the Comprehensive Plan: the Land Use Plan designations, the specific recommendations from the Hydraulic Super Block Comprehensive Plan Amendment (CPA 01-04), the Neighborhood Model, the Community Facilities Plan, the Open Space Plan, and the Natural Resources section.

Conformity with the Land Use Plan

The Application Plan and Code of Development propose a combination of apartments and townhouses with retail, office, movie theater, hotel, and restaurants. This distribution of uses is consistent with the land uses set out in the Hydraulic Super Block CPA and the Land Use Plan's designation Regional Service Designation for this area.

Conformity with the Hydraulic Super Block Comprehensive Plan Amendment

The Hydraulic Super Block Comprehensive Plan Amendment (CPA) sets forth the development goals for approximately 137 acres defined as the land enclosed by Route 29, Hydraulic Road, Commonwealth Drive, and Greenbrier Drive, (See Vicinity Map – Attachment E). The CPA provides transportation, land use, design standard, and environmental protection guidelines. The degree to which the Albemarle Place proposal meets the goals of the CPA is assessed in other parts of this report and will not be repeated in this section. However, the following specific criteria from the CPA that have not been addressed directly elsewhere in this report will be covered in this section. These criteria are in italics below:

B) Land Use

- 3) *Preference will be given to rezoning proposals that provide a mixture of uses, along with a phasing plan that assures a mixture of uses during the development of the project.*

Table 1 of the Code ensures that the applicant will provide a minimum mixture of retail, non-retail uses, and residential use. Additionally, the applicant has proffered that the road and utility improvements in southern third of the site will be the first phase of development (Proffer #1, Attachment D). This investment in the infrastructure along with the Application Plan and Code are the applicant's commitment that an urban, mixed-use project will be built.

- 5) *Any proposal within the super block should achieve the highest density possible as long as the existing or planned road, utility, open space, and/or other public infrastructure supports that density. The desired overall intensity is a minimum floor-to-area ratio (FAR) of 0.75.*

The square footage thresholds in Table 1 of the Code allow for a maximum FAR range 0.71 of gross leaseable area. This falls short of the CPA's goal of 0.75 FAR. While staff believes that the developer will ultimately build a product that is close to their proposed maximum of 0.71, staff also recognizes that at some future rezoning opportunity another developer could use this proposal's grided block pattern to achieve an even higher FAR, especially in Blocks F and G.

E. Environmental Protection

- 1) *Natural waterways should be retained where possible. If after a careful analysis, it is impossible to retain or protect these waterways, the project should implement measures to protect water quality and quantity that will protect downstream properties and habitat. The project should overtreat and/ or detain stormwater to provide additional stormwater protection. Additionally, any mitigation of wetland and stream impacts should be provided within the watershed where feasible.*

During the CPA review, there was considerable discussion about the proposed impacts to the two severely degraded streams on the site. The project still proposes eliminating the two severely degraded streams. Staff recognizes that urban projects like Albemarle Place are in keeping with the County's Growth Management and Infill policies. In this case, the potential for this project to meet many of the Neighborhood Model Principles and other County goals coupled with the fact that these streams are already heavily impacted and degraded has lead staff, including the County's Water Resources Manager, to conclude that eliminating these streams is an acceptable tradeoff.

The U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality (DEQ) are currently assessing the potential impacts to these streams and devising a mitigation strategy. While the mitigation plan's recommended implementation remains uncertain, staff is working with the Corps and DEQ to arrive at a mitigation strategy that will off set the impacts within the Meadow Creek watershed.

Staff has concluded that the benefits resulting from the form and character of the proposed development outweigh the impacts resulting from the elimination of the two streams on the site. At a June 10, 2003 worksession, it appeared that the Commission agreed with the staff's assessment.

- 2) *Projects should incorporate the principles of sustainable design, such as green roofs, natural lighting within buildings, and energy efficiency, to a significant extent.*

To date, the applicant has not indicated that they are willing to implement the principle of sustainable design within the proposal.

3) Projects should retain significant trees and other vegetation.

The project proposes removal of most if not all of the trees and other vegetation. While this area represents one of the last remaining large wooded areas in Neighborhood 1, staff has not identified any specifically significant trees within the development.

Conformity with the Neighborhood Model

Below staff assesses the Albemarle Place proposal's ability to meet the twelve principles of the Neighborhood Model.

Pedestrian Orientation	Sidewalks are provided throughout the project and along the exterior of the project. The sidewalks will be wider in the mixed-use areas. Buildings, street trees, streetlights, and other hardscape features line most of the streets and will add to the pedestrian orientation. Shopping, employment areas, and open space amenities are well integrated and within close walking distance.
Neighborhood Friendly Streets and Paths	The project is based on a grid network of streets, drive aisles, and alleys. The streets are intended to be as narrow as possible and create a sense of spatial enclosure through the provision of street trees, build-to lines, and multi-story buildings.
Interconnected Streets and Transportation Networks	<p>The grid network and proffers (# 12 and 13 Attachment D) will provide for several connections between Hydraulic Road/ Route 29 and Commonwealth Drive and Greenbrier Drive through the adjoining properties (Exhibit A in the proffers).</p> <p>As proposed, the road network will provide the opportunity to create another parallel road to Route 29 if the road network is linked through the Comdial Factory and farther northward to Westfield Boulevard and beyond (Attachment G). Staff would have preferred to continue Cedar Hill Road straight through to the Comdial site; however, the applicant has been unwilling to allow for the direct connection because of the orientation of the parking rows and stores in Block F. Instead, the applicant has provided for the future connection to Comdial to be made at a location closer to Route 29. Staff has accepted the applicant's concept with a concession from the applicant in the form of a proffer that will allow two interconnection points to the Comdial Factory. Furthermore, these additional connections provide and acceptable tradeoff (Exhibit A in the proffers).</p>
Parks and Open Space	This intensely urban proposal does not provide extensive amounts of parks or open space. The Green in Block D, the plazas in Blocks C and F, and cafés are the principle open areas where residents and other users will gather. A smaller green space areas as well as a swimming pool, gym, or equivalent amenity will be provided for the residents in Block E. Finally, \$250 out of the proffered \$2,000 per unit is targeted towards capital improvements within Whitewood Park or other near by areas, such as the

	Meadow Creek drainage (proffer # 6 Attachment D). This contribution will provide improved access, upgrade existing amenities, or go towards the purchase of additional green space, such as within the Meadow Creek Drainage, for use by the future residents of Albemarle Place as well as other citizens.
Neighborhood Centers	The principle intent of the Albemarle Place proposal is to provide a pedestrian-friendly retail/ residential center which is the focal point for the southern portion of Neighborhood 1. Albemarle Place will also serve as a center for the region because of scale and retail uses. Staff believes that the proposed design will accomplish these tasks.
Buildings and Spaces of Human Scale	The numeric parameters set forth in the Code's tables and appendices work to create a place that has a well-developed sense of human-scale. The relationship between the street and the buildings is a major focus in both the Code's narrative and tables. Streets are intended to be as narrow as possible. Build-to lines will govern the placement of buildings and will bring the retail use close to street. Street trees, streetlights, benches, landscaping, etc will be provided to increase the project's pedestrian-orientation. Finally, the architecture guidelines are generally focused on creating a building mass that frames the street while maintaining a pedestrian orientation.
Relegated Parking	The proposal's ability to relegate parking is one of its strengths. Approximately four-fifths of the project's parking will be either in structures or on-street. Where large surface parking lots are proposed (in Blocks G and F), the Code and the Application Plan require that the applicant provide a mixture of landscaping, fences, and other features along the exterior or within the parking lots. These features will address the visual impacts from the lots to the Entrance Corridor, to the streets internal to the project, or to the expansive area of asphalt within the lots themselves. Finally, the smaller surface parking areas along Hydraulic will either be below the grade of street or they will be landscaped to mitigate the visual impacts to the Entrance Corridor.
Mixture of Uses	Based on square footage estimates, the project is roughly 33% retail, 43% residential, and 24% office. While at build out these percentage can vary, the Code of Development guarantees a mixture of uses within each block group by establishing ranges for each of these three major use categories.
Mixture of Housing Types and Affordability	The applicant has proposed apartments, townhouses, and studios. The NMD regulations require that the applicant provide at least two types of housing. Thus, the applicant will have to provide a mixture as the project builds out. The applicant has not addressed whether any "affordable" units will be provided. The Albemarle County Housing Committee recently recommended amending the Comprehensive Plan to include a recommendation that at least 15% of new units be provided as "affordable".
Redevelopment	This is not a "redevelopment" situation because nothing exists on a majority

	of area under consideration.
Site Planning that Respects Terrain	<p>In general, staff supports the amount grading proposed in the proposal because the project tries to work the building pads up the grade to the extent feasible (See grading plan in the Code). There are two areas of concern with the grading plan. The first is in the southwest corner of the site adjacent to Hydraulic Road and the Village Square Shopping Center. The applicant is proposing a 29-foot high retaining wall. While the wall faces away from the Entrance Corridor and the top of it will be heavily landscaped, the wall's height raises several safety issues that will have to be dealt with at the site plan stage.</p> <p>The second area of concern is along the project's western boundary with the duplex units that line Commonwealth Drive. For a majority of the distance along the boundary, the wall faces away from the duplexes. This is seen by staff as an advantage because the duplex uses will be less impacted by Albemarle Place's noise and building massing if the top of the wall is appropriately landscaped and screened with a fence. (The Code requires the applicant to provide landscaping and screening along the top of the wall.) However, staff is concerned that drainage and visibility concerns could arise along the northern section of the project's western boundary where the wall faces towards the duplexes and a northern most stream enters into the Albemarle Place site. Again, many of these potential problems are engineering and stormwater management related and will need more specific engineering to resolve. Staff does not believe that it is appropriate to ask the applicant to address these engineering concerns at this stage in the process. Therefore, staff recommends that the applicant and staff resolve these concerns at the site plan stage.</p>
Clear Boundaries with the Rural Areas	The proposal does not have a common boundary with the Rural Areas.

Conformity with the Community Facilities Plan

The Community Facilities Plan identifies the following projects as necessary to serve the needs in the northern portion of the Development Area.

- An Urban Gym.
- A library.

Staff is concerned that the scale and intensity of the Albemarle Place proposal will increase the need for these services. However, the urban gym remains a concept that is still under study to determine the required level of service standards and most desirable location and the most desirable library location has also not been determined. It is staff's opinion that the items proposed and/ or proffered by the applicant, including cash proffers, satisfactorily address the public impacts and/ or off-sets the community facility impacts even though they have not been willing to provide land or space towards either of these uses within their development.

Conformity with the Open Space and Natural Resources Plan

Except for the woods, the Open Space Plan identifies no environmental features in this area. The Water Resources Manager has designated the two streams within the development as intermittent and these streams ranked relatively low in the recently completed Stream Assessment Survey. Therefore, the applicant is not required to maintain a buffer from these streams or protect them.

There are no critical slopes on the property.

ANALYSIS OF THE REZONING REQUEST

Relationship between the application and the purpose and intent of the requested zoning district

The applicant is requesting a rezoning to the new Neighborhood Model District. The intent statement in Section 20A of the Zoning Ordinance for NMD district is as follows:

"The purpose of the Neighborhood Model district (hereinafter referred to as the "NMD") is to establish a planned development district in which traditional neighborhood development, as established in the county's Neighborhood Model, will occur. The county's Neighborhood Model was adopted as part of the comprehensive plan, and is hereinafter referred to as the "Neighborhood Model." The regulations in section 20A encourage a development form and character that is different from conventional suburban development by providing the following characteristics:

- *Pedestrian orientation;*
- *Neighborhood friendly streets and paths;*
- *Interconnected streets and transportation networks;*
- *Parks and open space as amenities;*
- *Neighborhood centers;*
- *Buildings and spaces of human scale;*
- *Relegated parking;*
- *Mixture of uses and use types;*
- *Mixture of housing types and affordability;*
- *Redevelopment;*
- *Site planning that respects terrain; and*
- *Clear boundaries with the rural areas.*

The NMD is intended to provide for compact, mixed-use developments with an urban scale, massing, density, and an infrastructure configuration that integrates diversified uses within close proximity to each other within the development areas identified in the comprehensive plan.

The particular uses permitted within a particular district, as well as the character, form and density of the development, shall be derived from the comprehensive plan, including the land use plan for the applicable development area, the master plan for the applicable development area, and the Neighborhood Model. Density shall be achieved with careful attention to design, as articulated in the Neighborhood Model.

These regulations are intended to provide an applicant with maximum flexibility in creating and implementing the general development plan and the code of development."

In general, this proposal is in keeping with the intent statement. The proposal meets all of the Neighborhood Model Principles. It is a compact, "mixed-use" proposal on an urban scale. Finally, it meets most of the Hydraulic Super Block CPA's goals.

CONFORMITY WITH THE NMD REQUIREMENT FOR A CODE OF DEVELOPMENT

The applicant has provided an extensive Code of Development (Code). Through several edits, staff has worked with the applicant to refine the Code so that the document functions as

intended, will effectively govern the build-out of the project, and will ensure that the concept that has been proposed will be implemented eventually (See the Code).

Within the Code, one area continue to be problematic. This problem relates to the hardscape amenities (i.e., street lights, benches, etc.). The applicant has proposed including these amenities, but the staff would like the applicant to commit to a more specific standards that would govern the hardscape amenity's location and numbers. Staff believes that the applicant and staff will be able to resolve these issues within the next week or so.

Anticipated impact on public facilities and services

ROADS AND TRANSPORTATION

Mobility and access are major considerations with the Albemarle Place development, as it is with the other major developments proposed along the Route 29 corridor. To study the issue, the applicant completed a traffic study in January, 2002. The study ran multiple scenarios for traffic at numerous intersections around the proposed site. Five key scenarios were run in the study's model¹:

- A. Existing conditions in 2001;
- B. Conditions in 2006 without the proposed development and no additional road improvements;
- C. Conditions in 2006 with a by- right office park and no additional road improvements;
- D. Conditions in 2006 with the proposed development and the road improvements that the *applicant is willing to provide* (Figure 11, Attachment H); and,
- E. Conditions in 2006 with the proposed development and the road improvements that the *applicant is willing to provide* and along with additional improvements that would be *provided by the public sector* (Figure 12, Attachment I).

The study's key findings were as follows²:

1. The Hydraulic/ Route 29 and the Hydraulic/ Route 250 Bypass intersections currently experiences unsatisfactory levels of service (LOS E and D, respectively).
2. Without any development on the site, the average delay in Hydraulic/ Route 250 Bypass intersection increases from LOS E to LOS F ("Failure") and delay in the Hydraulic/ Route 29 intersection increases LOS E in 2006
3. With the improvements recommended by the study and proffered by the applicant (Proffers # 7 and 8, Attachment D), the average delay in Hydraulic/ Route 250 Bypass intersection is slightly lessened, but still a LOS F, as compared to what it would be if nothing is done and the site remains undeveloped in 2006.
4. The ultimate traffic solution for the Hydraulic/ Route 29 intersection needs to be a coordinated regional solution that will most likely involve City, County, VDOT, and private

¹ The complete traffic study and its supporting documentation are on display at the County's Department of Planning and Community Development.

² For each scenario, the traffic model produces estimated average delay times for the individual turning movements and for the overall intersections. These average delay times are translated into ranges, and then each range is given a Level of Service (LOS) grade of A through F (see Attachment E for ranges). Most of the study's key findings are focused on the overall intersection LOS; however, in certain instances, the LOS grade for an individual turning movement within an intersection may be important.

sector contributions to implement improvements in several key intersections in both the County and in the City.

The applicant has proffered to provide the at-grade improvements proposed in their traffic study (proffer # 7 and 8, Attachment D). These proffered improvements are the same as the improvements outlined in the attached memo from the Engineering Department (Attachment K). While both VDOT and the county staff agree that these proffered improvements are necessary, we believe that they are merely interim improvements that buy a few more years until a more comprehensive solution can be implemented.

The 29H250 Taskforce was created shortly after the Hydraulic Super Block CPA was adopted. It is a Metropolitan Planning Organization (MPO) led taskforce with County, City, and VDOT participants. Its purpose is to build regional consensus on regional transportation solution in this area. In May 2003, it completed the first phase of its design efforts and proposed a conceptual design for the Hydraulic/ Route 29 intersection and numerous other improvements in the vicinity. The Hydraulic/ Route 29 intersection design called for grade-separation that would run Hydraulic under Route 29 and use a pair of round-a-bouts on Hydraulic at the ramps (Attachments K and L). Currently, the Taskforce is in the early planning stages for a second phase. The second phase will delve into more details and specifics and arrive at two "buildable" design options. The Phase II target completion date is spring 2004.

The Taskforce's design from Phase I has significant right-of-way impacts to the Albemarle Place site (Attachment M). The applicant is not convinced that the Taskforce's design is the best or most likely design to be ultimately built; however, so as not to preclude the County's options, the applicant is willing to reserve right-of-way for the design with several conditions (proffer # 10, Attachment D – a fuller discussion of the proffer is provided below). The applicant is also willing to provide money towards the study and an in-kind contribution of engineering/ design assistance that could take the 29H250 Taskforce's Phase II concepts and develop them into a preliminary design (proffer # 3, Attachment D). Finally, the applicant is willing to include all of their non-residential parcels in a Community Development Authority (CDA) and contribute \$2,000 per residential unit into the County's capital improvements fund (proffers # 2 and 6, Attachment D).

Staff believes that the applicant's proffers for solving the traffic problems in the vicinity represent the most pragmatic and viable strategy. In the absence of the larger regional transportation solution, they are providing a pedestrian-friendly project and significant short-term road improvements, providing the right-of-way for the ultimate solution, funding a portion of the process will create that solution, and participating in the future funding of the solution.

Other Transportation Issues

The applicant is also proffering to provide seed money towards a free shuttle that could link several of the shopping centers within the City and the County. This shuttle, also known as a "jitney," would increase the frequency of service within this area, increase the likelihood that shoppers would visit stores within multiple shopping centers, and reduce traffic (proffer # 5, Attachment D).

The applicant is also proffering to reduce the traffic impacts by limiting direct access between Albemarle Place and the Meadows Neighborhood and by constructing traffic calming structures in the City (proffer # 4, Attachment D). This proffer should address cut-through traffic in the

Meadows Neighborhood, a situation that could be exacerbated with the City's new Best Buy store.

Finally, while the applicant has proffered to pay for the improvements associated with the proposed stoplight on Route 29 (proffer # 11, Attachment D) VDOT continues to assess the necessity and impacts of the proposed light. VDOT is concerned that the limited spacing between the proposed light and the existing lights at Greenbrier Drive and Seminole Square will interrupt VDOT's recently implemented signal coordination plan. VDOT will probably not make a definitive decision on the need for a signal until the site plan. In the absence of access to the existing crossover at the Sperry/ Seminole Square signal, the Comprehensive Plan (Attachment F, statement A3) recommended for and County staff continues to support the applicant's proposal for a signal and median cut in this location on Route 29.

WATER AND SEWER

There is sufficient capacity in the existing water mains to accommodate this development. With respect to sewer, the Meadow Creek Sewer Interceptor has been identified as having issues during storm events. The Rivanna Water & Sanitation Authority (RWSA) has recognized the problem areas need to be defined related to sewage overflows during big rainfall events. Earlier this year, RWSA contracted a consultant engineering firm, O'Brien & Gere, to study the problem. The consultant has completed a draft report and is working on the final. At this time, it is not assumed that issues with the Meadow Creek Interceptor will be affected by the Albemarle Place proposal.

Water and sewer service is provided on a first come, first served basis. The urban area water/sewer system capacities are shared with the City of Charlottesville and the City has equal access to the excess capacity in the systems.

STORMWATER MANAGEMENT

The Engineering Department has reviewed the applicant's proposal and has determined it to be feasible from a conceptual standpoint; however, concern has been raised over the detention basins adjacent to Route 29. Staff is concerned that these deep basins with vertical wall will present a long-term maintenance problem and potentially a safety problem. The Application Plan may have to be altered to accommodate a wider basin or off-site detention upstream of the site may occur to deal with this issue. However, a higher degree of engineering will be needed and this information will have to be provided at site plan.

SCHOOLS

Students from this development would attend Greer Elementary, Jack Jouett Middle School, and Albemarle High School. Impacts to the school from the proposed maximum of 800 dwelling unit will be minimal because the number of students generated from either townhouse or an apartment development is relatively small.

FISCAL IMPACT

A fiscal impact analysis has been performed for Albemarle Place (Attachment N).

Anticipated impact on cultural and historic resources

No impact is expected on cultural or historic resources.

Anticipated impact on nearby and surrounding properties

Aside from the traffic impacts, staff believes that the impacts to adjacent properties will be minimal. Along Hydraulic Road, the Application Plan was changed to reflect concerns raised during the CPA process. The current plan calls for a mixture of residential, office, and retail uses along the road. The usage of surface parking lots has been minimized and their visual impacts will be mitigated. Along the project's western boundary, the project will be 15 to 30 feet below the residential duplexes. The maximum retaining wall heights are approximately 12 to 18 feet tall and the applicant will provide landscaping and fences to screen the non-residential uses from the duplexes. Along the Comdial property line, there is little need for more than landscaping to separate the uses, which may someday be integrated. Along Route 29, the applicant has fronted buildings along the street and relegated the parking. In areas, where surface parking lots are adjacent to Route 29, additional landscaping will be provided.

Public need and justification for the change

This site represents one of the few large, consolidated areas of undeveloped land within the County's Development Area. Staff believes that these types of sites should be developed in a careful, considerate manner. Albemarle Place meets these criteria and typifies form envisioned by the Neighborhood Model. While there are numerous traffic-related concerns, the proposal largely represents the type of development characteristics that the County has envisioned in the Neighborhood Model for large-scale mixed-use developments. If built as proposed, this project will establish a standard against which future proposals in the Route 29 corridor can be judged.

ANALYSIS OF THE PROFFERS

The proffers are provided as Attachment D. The following is an analysis of those proffers. Please note that the staff and the applicant have not completed the proffer negotiations, therefore the analysis of each proffer does not represent a complete staff assessment. However, staff does believe that the applicant's proffers address most of the substantive issues and represent a good faith effort by the applicant to off-set the impacts generated by their development proposal. Furthermore, staff believes that through further discussion that satisfactory agreement can be reached.

1. Phasing of Albemarle Place Improvements:

Intent: The applicant has proffered to start the infrastructure for the southern third of the project (Blocks A through D) with first site plan.

Analysis: Staff believes that the commitment to the basic infrastructure combined with the restrictions set forth in the Application Plan and the Code of Development are sufficient enough to ensure that the applicant will initiate the mixed-use component first, which is the most important part of this proposal.

2. Community Development Authority Participation:

Intent: The applicant has proffered the participation of the commercial properties in a CDA if the other Hydraulic Super Block properties agree to participate in a CDA if and when they undergo a rezoning.

Analysis: Staff believes that Albemarle Place's participation in a CDA is a critical component in the funding of infrastructure improvements. At this time, staff and the

applicant continue to discuss the impacts resulting from the contingencies that the applicant has placed on their participation in a CDA.

3. Cash Proffer for Route 29 Regional Transportation Study and Official Map:

Intent: The applicant has proffered to contribute \$33,000 dollars in cash towards the Route 29 regional transportation study and \$66,000 dollars of in-kind services towards planning and engineering for the grade-separation of the Hydraulic/ Route 29 intersection.

Analysis: Contributions towards a regional transportation study from the State, the local jurisdictions, and the private sector are critical if the estimated \$1 million study is to be completed within a reasonable time period. The staff believes it would be more appropriate to have the total contribution in cash and is in discussions with applicant on how the in-kind contribution could be handled and whether or not a larger cash contribution would be more useful.

4. Cash Proffer for City of Charlottesville Traffic Calming Improvements:

Intent: The applicant has proffered to off-set cut-through concerns raised by the Commission and the City in the Meadows Neighborhood. The applicant is proposing to design and construct traffic calming improvements not to exceed \$10,000.

Analysis: Staff believes that the impacts to the Meadows Neighborhood will be lessened through the combination of signal controls at the proposed Cedar Hill, a median in Hydraulic Road in front of the project's Swanson Road entrance, and with the \$10,000 in improvements (equivalent to a couple of speed bumps).

5. Cash Proffer for Charlottesville Transit Service Commercial Corridor "Jitney Service":

Intent: The applicant has proffered to provide seed money towards the operation cost for a shuttle service (\$20,000 per year for 5 years) if the County, City, CTS, and/ or other private entities can fund the remainder of the costs.

Analysis: CTS has agreed to the concept of a free or fee-based "shoppers trolley", similar to the trolley that operates between UVA and the Downtown Mall, could be run between the various shopping centers along Route 29. This transit service would increase the frequency of service within this area, increase the likelihood that shoppers would visit store within multiple shopping centers, and reduce traffic. It is important to note that, if this trolley is to become a reality, a significant amount of work will be required by the County to establish this service.

6. Cash Proffer for Capital Improvements:

Intent: The applicant has proffered \$2,000 per residential dwelling unit towards capital improvement projects related to Albemarle Place as the units are applied for.

Analysis: The proffer could raise between \$900,000 and \$1.6 million (based on a range of 450 to 800 dwelling units). Staff sees the purchase of or improvements to County-owned green spaces, construction of sidewalks, and/ or transportation improvements as the primary capital improvement projects needed in this area. Note the residential units in the recently approved Hollymead Town Center development offered a total contribution and proffered half of the funds up front.

7. Construction and Phasing of Frontage Improvements on Route 29:

Intent: The applicant has proffered to provide all of the at-grade road improvements that were proposed in their traffic study on the property that they control (Attachment J).

Analysis: Staff believes that these improvements are necessary and should be provided as part of this proposal.

8. Construction and Phasing of Off-Site Improvements on Route 29:

Intent: The applicant has proffered to provide all of the at-grade road improvements that were proposed in their traffic study but are not on property that they control, provided adequate right-of-way is available (Attachment J).

Analysis: The improvements are also a part of the "interim improvements" required to prolong the viability of the Hydraulic/ Route 29 intersection. Unlike in the previous proffer, neither the applicant nor VDOT controls all of the right-of-way required to make these "off-site" improvements and the exact extent of the problem cannot be fully understood until final engineering that will take place at the site plan stage. The areas of concern fall into three categories:

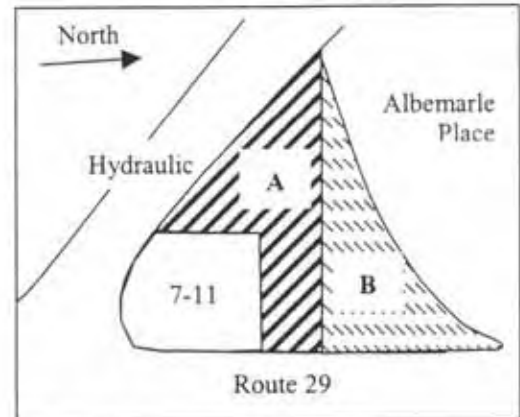
- A) In front of the Comdial and Sperry factories. While not completely clear, there appears to be sufficient right-of-way in front of the factories.
- B) In front of the 7-11 store at the corner of Hydraulic Road and Route 29. There is definitely no room in front of this store for the proposed improvements. The following options are possible: The applicant continue to try to purchase the property, the County or the State condemn the property and the applicant reimburses the public body, or these particular interim improvements are not installed.
- C) Areas within the City. Right-of-way probably needs to be acquired within the City for the additional continuous-turn lane on northbound Route 29 and at the proposed signal at the Cedar Hill Road/ Hydraulic Road Intersection. If the City or private property owners in the City do not provide the necessary right-of-way, then the applicant will be unable to install either the continuous turn-lane or the proposed signal.

Staff will assess the degree to which the potential lack of right-of-way affects the applicant's ability to provide the "off-site" improvements at the site plan stage and it may be necessary to forego some improvements if right-of-way is not available. The extent to which the "off-site" are not provided may cause VDOT to restrict Albemarle Place's access to the public road network.

9. Dedication of Land for Future Regional Route 29/Hydraulic Road Intersection Improvements:

Intent: The applicant has proffered to provide two sections of their property behind the 7-11 store for right-of-way for the future grade-separation of the Hydraulic/ Route 29 intersection. The first section is dedication of land with a 10-year sunset clause (See "Area A" in the diagram). The second section, "Area B", is dedicated in the next proffer with conditions.

Analysis: The 29H250 Taskforce's conceptual design proposed taking both Areas A and B (See Attachment M). The applicant is willing to provide a portion of their site for the future intersection; however, they do not have a high degree of confidence in the conceptual design and believe that it will take a smaller amount of area. Therefore, they are willing to dedicate "Area A" with the rezoning and whatever portion of "Area B" is required once the conceptual design has been refined and agreed upon.



Staff is confident that additional right-of-way will be needed to construct and complete any major improvements at the Hydraulic/ Route 29 intersection. Staff is very concerned with clause in this proffer which requires the County to have the intersection under construction within 10 years or the proffer is null and void. Staff believes that "Area A" should be dedicated without conditions. Staff also believes that the applicant needs to provide a clearer definition of exact dimensions of the area that they are willing to dedicate.

10. Reservation and Dedication of Additional Land for Future Route 29/Hydraulic Road Intersection Improvements:

Intent: As stated above, the applicant has proffered to provide two sections of their property behind the 7-11 store for right-of-way for the future grade-separation of the Hydraulic/ Route 29 intersection. However, they are only willing to grant "Area B" or a portion thereof with the following conditions:

- a. The County will establish the limits of the improvement by adopting an Official Map for the project into the Comprehensive Plan by October 15, 2005 or the proffer area is released back to the applicant.
- b. The applicant will dedicate, in fee simple, the amount of right-of-way within "Area B" defined as necessary on adopted official map, provided that the right-of-way request is made by the County prior to January 1, 2007, otherwise this proffer becomes null and void. In the event that the Official Map design does not require all of "Area B", then the residual portion will revert back to the applicant.
- c. The land dedicated in condition b above will revert back to the applicant, if the construction of the Hydraulic/Route 29 intersection has not commenced by October 15, 2013.
- d. The final condition stipulates that any design for the future Hydraulic Road/Route 29 not impair safe and adequate access at the planned Albemarle Place entrance at Swanson Road and Hydraulic Road and that the existing vertical and horizontal geometric characteristics at the existing Swanson Road/Hydraulic Road intersection be maintained in their present configuration.

Analysis: Staff believes that the amount of area proposed to be dedicated in "Area B" is sufficient. Furthermore, staff is willing to recommend that the County agree to a reasonable timetable for arriving at a design and adopting an Official Map for the intersection improvement so that the applicant can fully develop the unused portion of their development.

The staff is not, however, with the way the conditions set forth by the because they are not in the best interest of the County. We continue to discuss these conditions with the applicant.

11. Signalization Proffer for Hydraulic Road and Route 29 Intersections:

Intent: The applicant has proffered to design and construct the proposed signals at the intersections of Cedar Hill/ Hydraulic and the 4th Street/ Route 29 (a.k.a. the proposed Post Office Light).

Analysis: Staff believes that these improvements are the applicant's responsibility to fund. As stated above, staff is concerned that the applicant will need to obtain right-of-way from the City or City residents to install both of these intersection; however, this is an issue for the applicant to resolve. VDOT, as mentioned earlier, is concerned about the proposed 4th Street/ Route 29 signal; however, it appears that VDOT will not make a decision on the proposed signal until a site plan application is submitted.

12. Commonwealth Drive Connection:

Intent: The applicant has proffered to fund and build a connection from the northwestern corner of their property (Block F) to Commonwealth Drive, if the necessary easements across the Comdial Property are provided at no cost to the applicant.

Analysis: Staff believes that a connection to Commonwealth Drive is important, but does not think that the connection is viable in the location proposed because the applicant does not have any easement or right-of-way.

13. Other "Super Block" Street Connections:

Intent: The applicant has proffered the right for future interconnections between their property and surrounding properties. These interconnections will allow direct access to Commonwealth Drive if the duplex properties along this street redevelop, to Greenbrier if the Comdial Factory's proposed rezoning is approved, and to the existing stoplight on Route 29 if the Sperry Factory redevelops.

Analysis: Staff believes that these interconnections are critical elements in the effort to create an urban grid network of streets that will more efficiently disperse traffic.

14. Proffer for Future Dedication of Private Streets:

Intent: The applicant wishes to build the project's streets as private streets because they cannot build the streets in a NewUrbanist form and meet the VDOT standards for public streets. The purpose of the proffer is to allow the County to request that the project's streets come be incorporated the VDOT system at such as VDOT's standards change to allow VDOT to accept these streets.

Analysis: Staff is not sure that this is even a proffer because the applicant could request that VDOT accept the roads at anytime. Secondly, the conditions placed on this proffer may be onerous.

ANALYSIS OF THE WAIVER REQUESTS

Waivers to the Zoning Ordinance, Chapter 18

Under the authority granted in Section 8.2, the Board of Supervisors may waive, vary or accept substitution for any requirement of sections 4, 5, or 32 of the Zoning Ordinance if it is found that

the provisions in these sections are inconsistent with a planned development's design principles. The applicant has requested the following waivers or modifications to the Zoning Ordinance. Staff supports all of the following waiver and modification requests. The recommended wording for these waivers and modifications with conditions are provided in ***bold, italics*** below:

4.2.3 LOCATION OF STRUCTURES AND IMPROVEMENTS:

Critical slopes represent an almost negligible area within Albemarle Place. There are only small pockets, actually slivers, of critical slopes adjacent to the edge of the north and south drainageways. The CPA approval recognized that in order to achieve the planned density and New Urbanism building configurations, these drainageways would be replaced by man-made drainage improvements. The very limited areas of critical slopes will be graded and underground drainage conveyances will be installed to receive stormwater. A waiver of Section 4.2.3 to allow the location of structures and improvements in areas of critical slopes and in general accord with the Application Plan is requested with the ZMA.

The requirements of Section 4.2.3 are waived, conditional upon approval of an erosion and sediment control permit that meets the requirements of Section 8.5.5.4(b).

4.3 (A&B) TREE CUTTING:

Substantial timbering and tree removal will be required to implement the Application Plan. With the exception of limited perimeter areas, there will be little opportunity for significant tree save areas. On the other hand, the landscape program for Albemarle Place will re-vegetate the property in accord with the standards established in the Code. A waiver of Section 4.3 will permit clear cutting envisioned in the Application Plan and the conceptual grading plan.

The requirements of Section 4.3 (a&b) are waived, conditional upon approval of an erosion and sediment control permit that meets the requirements of Section 8.5.5.4(b).

4.6.1 FRONTAGE AND LOT WIDTH MEASUREMENTS

4.6.2 LOTS, DETERMINATION OF LOT FRONT

4.6.6 LOT ACCESS REQUIREMENTS:

The grid system of streets for Albemarle Place will incorporate a system of private and potentially public streets to be designed and developed in accord with generally accepted New Urbanism transportation principles and the adopted Neighborhood Model's transportation objectives. Subject to the ultimate ownership of individual properties within the Property, any number of individual lots may be created that will not front on public streets. These lots may have varying widths and other geometric configurations that are inconsistent with existing zoning districts for the particular land use. A waiver of these sections will permit lots to front on private streets.

The requirements of Sections 4.6.1, 4.6.2, & 4.6.6 are waived under the following conditions:

1) Access will be maintained to the individual lots through one of the following options:

- a) Lots must front a public street and be served with direct access to a public street. or*
- b) Lots must front a private street and be served with direct access to a private street, which is built to the standards set forth in the Subdivision Ordinance; provided that any such standards may be waived or modified as expressly provided in the Subdivision Ordinance. (Note: an easement shall be required to allow the general public the use of the private streets as a right-of-way.)*

- 2) *Where parking for a lot is not on-site or directly adjacent to the lot on a public or private street (i.e., a parking garage), the owners of the lots where parking is provided in a garage shall have perpetual access to the parking garage as well as a perpetual right to park cars in the garage. The rights described herein shall run with the land. The deed, declaration or other document establishing the rights described herein shall be subject to review and approval by the County Attorney.*
- 3) *All streets and accessways described above shall be required to be bonded as part of the site plan or subdivision plat.*

4.6.3 LOTS, YARDS ADJACENT TO STREET:

4.6.4 REAR YARDS ON INTERIOR STREETS:

4.6.5 SIDE YARDS ON LOTS:

Yards are generally depicted by the Application Plan and the Code of Development's build-to-lines will establish the minimum yards, if applicable. A waiver of these sections will eliminate any yard requirements standards, which could conflict with the build-to standards established in the Code.

The requirements of Sections 4.6.3, 4.6.4, & 4.6.5 are waived and replaced with the build-to line standards established in the Code of Development

4.7 OPEN SPACE:

The Code of Development establishes the criteria for open space provision and the Application Plan generally depicts the location of open space. A waiver of Section 4.7 pertaining to open space requirements and other standards contained therein will eliminate any yard requirements standards, which could conflict with the build-to standards established in the Code.

The requirements of Section 4.7 are waived and replaced with the amenities and important features by block that are established in the Code of Development.

4.11.1 COVERED PORCHES, BALCONIES, CHIMNEYS, AND LIKE FEATURES:

Section 4.11.1 does not allow a building's porch, canopies, awnings, etc to extend closer than 6 feet from a property line, which is coincident with a street. This project will have these types of features as it tries to improve the pedestrian nature of the development.

The requirements of Sections 4.11.1 are waived under the following conditions:

- 1) *The Director of Planning and Community Development may approve variations from the requirements of Section 4.11.1 using the criteria set forth in Section 8.5.5.3(c), if the applicant follows the procedures established in Section 8.5.5.3(b).*

4.16 RECREATION REGULATIONS:

As with the Open Space provisions, the Code of Development stipulates that the recreational amenities be provided and the Application Plan defines the general locations for these recreational amenities.

The requirements of Section 4.7 are modified and replaced with the amenities and important features by block that are established in the Code of Development.

5.1.16(A&E) SWIMMING, GOLF TENNIS CLUBS:

The standards and criteria contained in Section 5.1.16 were established to modify the impacts resulting from the establishment of a club in a non-planned development environment.

Since this is an NMD project, the possibility for these impacts is not anticipated and the regulations may conflict with standards established in the Code.

The requirements of Section 5.1.16(a&e) are waived and replaced with the uses and standards established in the Code of Development.

5.1.21 DWELLINGS IN COMMERCIAL AND INDUSTRIAL DISTRICTS:

Mixed use buildings are planned with the Albemarle Place project. This section of the ordinance only allows night watchmen to reside in a commercial or industrial district. To avoid confusion with this section, a waiver is necessary.

The requirements of Section 5.1.21 are waived.

5.1.24 SUBORDINATE RETAIL SALES:

A modification of Section 5.1.24 is necessary to deregulate subordinate retail sales in eating establishments, entertainment establishments, mixed use buildings, office buildings, and residential multifamily buildings.

The requirements of Section 5.1.24 are waived and replaced with the uses and standards established in the Code of Development.

32.4.1 PRELIMINARY CONFERENCE WITH STAFF:

It is understood that the Application Plan will constitute the County's requirements for a preliminary schematic master plan as referenced in Section 32.4.1.

The requirements of Section 32.4.1 are waived.

32.7.2.8 SIDEWALKS:

Sidewalks shall be provided in accord with the standards of the Code of Development in locations as generally depicted on the Application Plan. A waiver of Section 32.7.2.8 is requested in order that the Application Plan and Code of Development may serve as the design guideline for location, number, and size of sidewalks.

The requirements of Section 32.7.2.8 are waived and replaced with the uses and standards established in the Code of Development.

Waivers to the Subdivision Ordinance, Chapter 14

Under the authority granted in Section 14-237, the Planning Commission may waive, vary or accept substitution for any requirement of Sections 14-400 through 14-526 of the Albemarle County Subdivision Ordinance. The applicant has requested the following waivers or modifications because they conflict or may conflict with the regulations proposed in their Code of Development. Staff supports all of the following waiver and modification requests.

14-500(E) CLARIFICATION ON SETBACK LINE:

Building and street relationships are addressed by the Code of Development. Modifying the requirements of this section removes any potential conflicts with how distances are measured in the build-to line standards established in the Code.

The requirements of Section 14-500(e) are waived and replaced with the build-to standards established in the Code of Development.

14-502 LOT SIZE:

14-503 LOT SHAPE:

Lot size and shape addressed by the Code of Development and the Application Plan. Modifying the requirements of this section removes any potential conflicts with how distances are measured in the build-to line standards established in the Code.

The requirements of Sections 14-502 and 14-503 are waived and replaced with the build-to standards established in the Code of Development.

14-504 LOT LOCATION AND FRONTAGE:

14-505 ACCESS FROM LOT ONTO PUBLIC STREET OR PRIVATE ROAD:

The grid system of streets for Albemarle Place will incorporate a system of private and potentially public streets to be designed and developed in accord with generally accepted New Urbanism transportation principles and the adopted Neighborhood Model's transportation objectives. Subject to the ultimate ownership of individual properties within the Property, any number of individual lots may be created that will not front on public streets. These lots may have varying widths and other geometric configurations that are inconsistent with existing zoning districts for the particular land use. A waiver of these sections will permit lots to front on private streets.

The requirements of Sections 4.6.1, 4.6.2, & 4.6.6 are waived under the following conditions:

- 1) Access will be maintained to the individual lots through one of the following options:*
 - a) Lots must front a public street and be served with direct access to a public street, or*
 - b) Lots must front a private street and be served with direct access to a private street, which is built to the standards set forth in the Subdivision Ordinance; provided that any such standards may be waived or modified as expressly provided in the Subdivision Ordinance. (Note: an easement shall be required to allow the general public the use of the private streets as a right-of-way.)*
- 2) Where parking for a lot is not on-site or directly adjacent to the lot on a public or private street (i.e., a parking garage), the owners of the lots where parking is provided in a garage shall have perpetual access to the parking garage as well as a perpetual right to park cars in the garage. The rights described herein shall run with the land. The deed, declaration or other document establishing the rights described herein shall be subject to review and approval by the County Attorney.*
- 3) All streets and accessways described above shall be required to be bonded as part of the site plan or subdivision plat.*

14-508 BLOCK WIDTH:

A modification of this section will provide flexibility in the creation of block size, shape, frontage, land area and overall geometry. Blocks shall be as generally depicted by the Application Plan and the Regulating Block Plan. Per the Code, the ultimate size of the individual block may not be increased nor decreased by more than 15%.

The requirements of Section 14-508) are waived and replaced with the build-to and block size standards established in the Code of Development.

SUMMARY

Staff has identified the following factors, which are favorable to this rezoning request:

1. The proposal meets most of the Neighborhood Model Principles and the Hydraulic Super Block CPA's goals.
2. The proposal provides a majority of its parking in parking structures and relegates it in other areas.
3. The proposal will provide an important example of how the County's Neighborhood Model can be applied in a regional-scale shopping center.

Staff has identified the following factors, which are unfavorable to this request:

1. The regional-scale solution for the Hydraulic/ Route 29 intersection remains unsolved and may be unresolved for many years. While the applicant has proffered cash and services toward a long term solution and a series of road improvement designed to offset their impacts in the short-term, the ultimate transportation solution remains problematic and this development will add traffic to this intersection.
2. The proffers are still under discussion and have not been satisfied to the staff's satisfaction.
3. The applicant has not committed to providing affordable housing within this development.
4. The applicant has not specifically addressed the Community Facility Plan's general references to the need for a library or urban gym within Neighborhood 1 or 2.

RECOMMENDED ACTION

Staff believes that the applicant has met the land use and site design goals and requirements set forth in the Hydraulic Super Block CPA and has mitigated traffic impacts from the development to the extent possible. However, there are the following technical issues that have not been resolved and need to be resolved prior to any action to approve:

1. The proffer language should be resolved to the satisfaction of the County Attorney's Office and the Director of Community Planning and Development.
2. The hardscape standards in the Code of Development should be defined to the satisfaction of the Director of Planning and Community Development.

Once these technical issues are resolved satisfactorily, staff recommends approval of the rezoning (ZMA 01-07) and the requested waivers/ modification in Attachment C of this report..

ATTACHMENTS

The Albemarle Place Code of Development (*Attached as a separate document*)

- A. The rezoning Application Plan – Ground Floor
- B. The rezoning Application Plan – Upper Floors
- C. Waivers/ Modifications Action List
- D. Draft Proffers
- E. Vicinity Map
- F. CPA Language for the Hydraulic Super Block
- G. Staff suggested road alignments for Albemarle Place and the Hydraulic Super Block
- H. Traffic Study's proposed interim road improvements to offset the impacts of Albemarle Place
- I. Traffic Study's proposed regional transportation solution
- J. Engineering's recommended interim road improvements to offset the impacts of Albemarle Place

- K. Intersection improvements proposed by the 29H250 Taskforce (general scale)
- L. Intersection improvements proposed by the 29H250 Taskforce (at the Hydraulic/ Rt. 29 intersection)
- M. Intersection improvements proposed by the 29H250 Taskforce overlaying the Albemarle Place proposal
- N. The Fiscal Analysis

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**OVERALL SITE PLAN
PROJECT SUMMARY**

Retail: 1,000,000 sq. ft.
 Office: 1,000,000 sq. ft.
 Restaurant: 1,000,000 sq. ft.
 Hotel: 1,000,000 sq. ft.
 Parking: 1,000,000 sq. ft.
 Total: 1,000,000 sq. ft.

COLOR LEGEND

- Office
- Major Retail
- Minor Retail
- Restaurant
- Hotel
- Parking
- Landscaping
- Water
- Other



Application
MASTER SITE PLAN
FULL BUILD

**TOTAL SITE PLAN
PROJECT SUMMARY**

Site Area	1,000,000 sq. ft.
Buildable Area	1,000,000 sq. ft.
Impervious Area	1,000,000 sq. ft.
Driveway	1,000,000 sq. ft.
Garage	1,000,000 sq. ft.
Storage	1,000,000 sq. ft.
Office	1,000,000 sq. ft.
Other	1,000,000 sq. ft.

COLOR LEGEND

Blue	Office
Orange	Garage
Yellow	Storage
Green	Driveway
Pink	Impervious
Light Blue	Other



Albemarle Place
Waivers, Agreements and Clarifications

Date: September 2, 2003

ZMA #: 01-07
 Tax Map Parcel #: TMP 61-W-3-19B, TMP 61W-3-19A, TMP 61W-3-24, TMP 61W-3-23
 Existing Zoning: LI, Light Industrial
 Proposed Zoning: Neighborhood Model, NM District
 Total Land Area: 64.71 acres

Waivers to the Zoning Ordinance, Chapter 18

Under the authority granted in Section 8.2, the Board of Supervisors may waive, vary or accept substitution for any requirement of sections 4, 5, or 32 of the Zoning Ordinance if it is found that the provisions in these sections are inconsistent with a planned development's design principles. The applicant has requested the following waivers or modifications to the Zoning Ordinance. Staff supports all of the following waiver and modification requests. The recommended wording for these waivers and modifications with conditions are provided in ***bold, italics*** below:

4.2.3 Location of Structures and Improvements:

The requirements of Section 4.2.3 are waived, conditional upon approval of an erosion and sediment control permit that meets the requirements of Section 8.5.5.4(b).

4.3 (a&b) Tree Cutting:

The requirements of Section 4.3 (a&b) are waived, conditional upon approval of an erosion and sediment control permit that meets the requirements of Section 8.5.5.4(b).

4.6.1 Frontage and Lot Width Measurements

4.6.2 Lots, Determination of Lot Front

4.6.6 Lot Access Requirements:

The requirements of Sections 4.6.1, 4.6.2, & 4.6.6 are waived under the following conditions:

- 1) Access will be maintained to the individual lots through one of the following options:*
 - a) Lots must front a public street and be served with direct access to a public street. or*
 - b) Lots must front a private street and be served with direct access to a private street, which is built to the standards set forth in the Subdivision Ordinance; provided that any such standards may be waived or modified as expressly provided in the Subdivision Ordinance. (Note: an easement shall be required to allow the general public the use of the private streets as a right-of-way.)*
- 2) Where parking for a lot is not on-site or directly adjacent to the lot on a public or private street (i.e., a parking garage), the owners of the lots where parking is provided in a garage shall have perpetual access to the parking garage as well as a perpetual right to park cars in the garage. The rights described herein shall run with the land. The deed, declaration or other document establishing the rights described herein shall be subject to review and approval by the County Attorney.*

- 3) *All streets and accessways described above shall be required to be bonded as part of the site plan or subdivision plat.*

4.6.3 Lots, Yards Adjacent to Street:

4.6.4 Rear yards on Interior Streets:

4.6.5 Side Yards on Lots:

The requirements of Sections 4.6.3, 4.6.4, & 4.6.5 are waived and replaced with the build-to line standards established in the Code of Development

4.7 Open Space:

The requirements of Section 4.7 are waived and replaced with the amenities and important features by block that are established in the Code of Development.

4.11.1 Covered porches, balconies, chimneys, and like features:

The requirements of Sections 4.11.1 are waived under the following conditions:

- 1) *The Director of Planning and Community Development may approve variations from the requirements of Section 4.11.1 using the criteria set forth in Section 8.5.5.3(c), if the applicant follows the procedures established in Section 8.5.5.3(b).*

4.16 Recreation Regulations:

The requirements of Section 4.7 are modified and replaced with the amenities and important features by block that are established in the Code of Development.

5.1.16(a&e) Swimming, Golf Tennis Clubs:

The requirements of Section 5.1.16(a&e) are waived and replaced with the uses and standards established in the Code of Development.

5.1.21 Dwellings in Commercial and Industrial Districts:

The requirements of Section 5.1.21 are waived.

5.1.24 Subordinate Retail Sales:

The requirements of Section 5.1.24 are waived and replaced with the uses and standards established in the Code of Development.

32.4.1 Preliminary Conference with Staff:

The requirements of Section 32.4.1 are waived.

32.7.2.8 Sidewalks:

The requirements of Section 32.7.2.8 are waived and replaced with the uses and standards established in the Code of Development.

Waivers to the Subdivision Ordinance, Chapter 14

Under the authority granted in Section 14-237, the Planning Commission may waive, vary or accept substitution for any requirement of Sections 14-400 through 14-526 of the Albemarle County Subdivision Ordinance. The applicant has requested the following waivers or modifications because they conflict or may conflict with the regulations proposed in their Code of Development. Staff supports all of the following waiver and modification requests.

14-500(e) Clarification on Setback Line:

The requirements of Section 14-500(e) are waived and replaced with the build-to standards established in the Code of Development.

14-502 Lot Size:

14-503 Lot Shape:

The requirements of Sections 14-502 and 14-503 are waived and replaced with the build-to standards established in the Code of Development.

14-504 Lot Location and Frontage:

14-505 Access from lot onto public street or private road:

The requirements of Sections 4.6.1, 4.6.2, & 4.6.6 are waived under the following conditions:

- 1) Access will be maintained to the individual lots through one of the following options:
 - a) Lots must front a public street and be served with direct access to a public street. or*
 - b) Lots must front a private street and be served with direct access to a private street, which is built to the standards set forth in the Subdivision Ordinance; provided that any such standards may be waived or modified as expressly provided in the Subdivision Ordinance. (Note: an easement shall be required to allow the general public the use of the private streets as a right-of-way.)**
- 2) Where parking for a lot is not on-site or directly adjacent to the lot on a public or private street (i.e., a parking garage), the owners of the lots where parking is provided in a garage shall have perpetual access to the parking garage as well as a perpetual right to park cars in the garage. The rights described herein shall run with the land. The deed, declaration or other document establishing the rights described herein shall be subject to review and approval by the County Attorney.*
- 3) All streets and accessways described above shall be required to be bonded as part of the site plan or subdivision plat.*

14-508 Block Width:

The requirements of Section 14-508) are waived and replaced with the build-to and block size standards established in the Code of Development.

Albemarle Place Proffer Statement

(Draft for Staff Review)

Original Submission Date: March 31, 2003

Last Revision: August 26, 2003

Description of Application Properties : The 64.71-acre property subject to this ZMA application comprises four separate parcels as recognized by the land records of Albemarle County, as described below, and as depicted on the accompanying Zoning Plat Exhibit, prepared by Kirk Hughes and Associates, dated April 19, 2001.

TMP 61-W-3-19B

Area: 52.244 acres

Owner: Albeville Station JV, LLC

Existing Zoning: LI

Land Use Map Designation: Industrial Service

Proposed Zoning: NM District

TMP 61W-3-19A

Area: 10.000 acres

Owner: Albeville Station JV, LLC

Existing Zoning : LI

Land Use Map Designation: Industrial Service

Proposed Zoning: NM District

TMP 61W-3-24

Area: 1.817 acres

Owner: Albeville Station JV, LLC

Existing Zoning : C1

Land Use Map Designation: Regional Service

Proposed Zoning: NM District

TMP 61W-3-23

Area: 0.644 acres

Owner: Albeville Station JV, LLC

Existing Zoning : C1

Land Use Map Designation: Regional Service

Proposed Zoning: NM District

Pursuant to Section 33.3 of the Albemarle County Zoning Ordinance, the Owner hereby voluntarily proffers the conditions listed herein below which shall be applied to the Albemarle Place (herein after "the Property") if the Zoning Map Amendment (hereinafter "ZMA") is approved by the County of Albemarle to the Owner's satisfaction. These conditions are proffered as a part of the requested ZMA and it is agreed that: (1) the ZMA itself gives rise to the need for the conditions, and (2) such conditions have a reasonable relation to the rezoning requested.

The term "Owner" as referenced herein shall include within its meaning the owner of record and successors in interest. The term "Application Plan" refers to Exhibit A. The term "Code of Development" refers to Exhibit B. The term "ZMA Phasing Plan" refers to Exhibit C. The term "Regulating Block Plan" refers to Exhibit D. The term "MPO Concept Plan-Hydraulic Road/Route 29" refers to Exhibit E. The term "Short Term Route 29 Transportation Improvements" refers to Exhibit F. The term "Right of Way Reservation Area" refers to Exhibit G.

The headings of the proffers and conditions set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provisions of the proffers.

1. **Phasing of Albemarle Place Improvements:** The Owner agrees to phase the construction of street and site improvements for the Property in accord with general street and infrastructure design as depicted on Exhibit C, "ZMA Phasing Plan" and supporting exhibits included with the Code of Development. The first site plan for the first phase of Albemarle Place shall include street, utility, and landscape improvements to serve the planned building improvements contained within Blocks A, B, C and D as depicted on the Regulating Block Plan.

The first site plan shall include, but not be limited to, New Main Street, South New Main Street, North New Main Street, Swanson Road Extended, Inglewood Drive Extended, and Albemarle Place Boulevard (also referred to as "4th Street/Cedar Hill Road Extended") as well as supporting utility infrastructure as required to serve buildings and structure to be located within Blocks A, B, C and D.

2. **Community Development Authority Participation:** Upon request by the County, the Owner shall petition for and consent to a Community Development Authority ("CDA") established pursuant to Section 15.2-5152, et seq. of the Code of Virginia ("Code") to be created for the purpose of financing, funding, planning, establishing, constructing, reconstructing, enlarging, extending, or maintaining (except to the extent VDOT or the County maintains any public improvements) Route 29 improvements and intersectional improvements associated therewith, with such improvements limited to Route 29 along the section of highway between the Route 29/250 Bypass (located in Charlottesville) and Greenbriar Drive (located in Albemarle County).

This proffer shall only apply if (a) the owner of the land subject to zoning map amendments on the "Comdial Property", as such application exists on August 13, 2003, and (b) owners of other contiguous commercial properties in the area bounded by Route 29, Hydraulic Road, Commonwealth Drive and Greenbriar Drive (hereinafter "the Super Block") that may be necessary to fulfill the statutory requirements for the CDA have joined or have been caused to join the CDA for the purposes described herein. The CDA shall be applied to only to commercial parcels (real estate) with Albemarle Place. The Albemarle Place's residential parcels (real estate) shall not be included in the CDA.

It is understood that the Owner at its sole discretion may elect to pursue and employ a CDA (within the same CDA or a separate CDA) to a portion or all of its property, to the extent permitted by enabling statutes, for the purpose of funding infrastructure of public benefit (including parking structures and streets) that would be located on the Albemarle Place property.

3. **Cash Proffer for Route 29 Regional Transportation Study and Official Map:** The Owner will provide (a) a cash contribution to the County for the MPO Phase 2 Route 29 regional transportation study and (b) a contribution of Owner provided services to prepare an official map for future Hydraulic Road/Route 29 intersectional improvements. This contribution shall be in an aggregate amount not to exceed One Hundred Thousand Dollars (\$100,000.00). The ratio of this contribution shall be one-third cash and two-thirds Owner provided.

The cash contribution shall be made by the Owner within thirty (30) days upon request by the County. Such request for cash contribution shall be subject to approval by the County and VDOT of the scope of work and funding for the Phase 2 study. If the request is not made before October 15, 2004, this proffer shall become null and void. If such cash contribution is not expended for the stated purpose within two (2) years from the date the funds were contributed to the County, the contributed funds shall be refunded to the Owner by the County.

The contribution for professional services shall commence within thirty (30) days upon request by the County subject to ZMA approval by the Board of Supervisors. The services shall be limited to the specific purpose of official map preparation by the Owner for the County right of way requirements for future improvements for a Route 29/Hydraulic Road intersection in accord with Proffer #10. These services shall provide supporting traffic planning, transportation engineering, land surveying, and right of way plat exhibits as required for Board adoption of the official map.

The County's Senior Director of Community Development shall review, establish and approve (a) scope of services related to the in-kind contribution for preparation of the official map, (b) the timeframes for commencement and completion of said services, and (c) the Owner's monetary equivalent for professional services herein identified. As directed by the County's Senior Director of Community Development, these profes-

sional services shall be coordinated with the Phase 2 MPO Route 29 regional transportation study herein above referenced and provided at the sole expense of the Owner.

4. **Cash Proffer for City of Charlottesville Traffic Calming Improvements:** The Owner will design and construct traffic calming improvements within City of Charlottesville residential neighborhoods in close proximity to Albemarle Place, provided that the cost of design and construction does not exceed Ten Thousand Dollars (\$10,000.00). If request for construction is not made by the City within one year from date of approval of the first site plan for Albemarle Place, this proffer shall become null and void.

5. **Cash Proffer for Charlottesville Transit Service Commercial Corridor "Jitney Service":** The Owner will contribute to the County a pro-rata share amount for a maximum of Twenty Thousand Dollars (\$20,000.00) per annum or a pro-rata share per annum in an amount equal to twenty percent (20%) of operating and maintenance costs, whichever is less, for a period not to exceed five years towards an operating and maintenance fund to provide dedicated "jitney bus" service to retail commercial developments, including Albemarle Place, along the Route 29 Corridor.

If the CTS "jitney service" is not placed into operation not later than January 1, 2007, this proffer shall become null and void.

6. **Cash Proffer for Capital Improvements:** With the application for the building permit for each residential unit within Albemarle Place, the Owner shall contribute Two Thousand Dollars (\$2000.00) per residential unit to an escrow fund established and managed by County for a capital improvements fund for use by Albemarle County for public improvements, infrastructure, facilities and other capital items related to Albemarle Place, including, but not limited to road improvements, other transportation improvements, recreation, parks, open space, land and right of way acquisition, and environmental protection.

If the County does not use all or a portion of the established fund by October 15, 2023, then all remaining funds in the escrow account shall be returned to the Owner. Any funds advanced by the Owner for public right of way acquisition pursuant to Proffer #8 shall be credited to the per unit contribution. *(As an example of the application of this proffer, right of way acquisition may cost the County or State \$200,000. At the request of the County, the Owner would advance the \$200,000 to the County or State for right of way acquisition. In turn, the County would recognize the Owner's cash contribution as a credit for the \$2000 per unit cash proffer, thereby entitling the Owner to 100 residential units without further proffer payment for these units.)*

7. **Construction and Phasing of Frontage Improvements on Route 29:** At its expense, the Owner shall plan, design, bond and construct continuous through turn lane improvements to be dedicated for public use on its Hydraulic Road and Route 29

frontage. The design shall be submitted with the first site plan for the first section of Albemarle Place. The subject frontage improvements are depicted by Exhibit F, "Short Term Route 29 Transportation Improvements".

The Owner shall submit site plans for these improvements to the County within six (6) months from date of ZMA approval by the Board of Supervisors and shall commit its efforts to the timely response and resubmission of plans pursuant to site plan review comments by the County.

8. **Construction and Phasing of Off-Site Improvements on Route 29:** Upon request by the County, the Owner shall plan, design, bond and construct off-site turn lane improvements as depicted on Exhibit F, "Short Term Route 29 Transportation Improvements". The Owner shall submit plans for these improvements within six (6) months from date of ZMA approval by the Board of Supervisors.

If land acquisition is required for off-site public right of way for Hydraulic Road/Route 29 intersection improvements within the County or for improvements to Route 29 within the City of Charlottesville, as identified on Exhibit F, the Owner shall make a cash contribution to the County not to exceed Five Hundred Thousand Dollars (\$500,000.00), provided that the Owner shall receive a credit for such contribution against the \$2000.00 per unit residential cash proffer pursuant to Proffer #6.

If requisite right of way acquisition for all identified improvements and all planning, design, and construction permits for these improvements have not been obtained by the date of approval of the first site plan for the first section of Albemarle Place or October 15, 2006, whichever comes first, this proffer shall become null and void.

9. **Dedication of Land for Future Regional Route 29/Hydraulic Road Intersection Improvements:** The Owner shall dedicate in fee simple certain land on the Property to the County for transportation improvements for the Route 29/Hydraulic Road intersection in the location described as "Area to be Dedicated" on Exhibit G, "ROW of Way Dedication Area", provided that such request for dedication is made not later than October 15, 2005, otherwise this proffer shall become null and void.

Until such point in time that construction commences on the above cited public transportation improvements, the Owner shall maintain this land and shall retain the right to the exclusive use the land for landscaped open space, a pocket park, temporary parking, fencing, utilities or environmental purposes as may be approved with the first site plan submitted for the first phase of Albemarle Place. In the event that the adopted design for future public intersection improvements does not require the utilization of all of the dedicated land, the Owner may continue to use the residual portion for purposes as above stated. The dedicated land shall revert to the Owner in fee simple, at no expense to the Owner, if the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2013.

10. **Reservation and Dedication of Additional Land for Future Route 29/Hydraulic Road Intersection Improvements:** In addition to dedication of land in accord with Proffer #9, the Owner shall reserve and dedicate subject to the conditions herein below certain additional land on the Property for the right of way for a Hydraulic Road/Route 29 grade separated intersection. The reservation of the additional land limited to the area (a) as initially defined on Exhibit E, "MPO Concept Plan-Hydraulic Road/Route 29 Intersection", or (b) as subsequently defined by a revised right of way exhibit in accord with an official map adopted by the County that reduces the right of way impact (as now depicted by Exhibit E) on the Property. Upon request by the County, the Owner agrees to contribute professional services pursuant to Proffer #4 to support the preparation of the official map for this intersection improvement.

A temporary construction easement not to exceed twenty (20) feet from outside edge of curb of travel lanes shall be provided if the construction of the subject intersection commences prior to the Owner's commencement of construction of on-site building and site improvements that would be impacted by this construction easement.

Until such point in time that construction commences on the above cited public transportation improvements, the Owner shall maintain this land and shall retain the right to the exclusive use the land for landscaped open space, a pocket park, temporary parking, fencing, utilities or environmental purposes as may be approved with the first site plan submitted for the first phase of Albemarle Place.

The conditions on the subject reservation and dedication shall be as follows:

- (a) The Owner will agree to reserve the additional land as defined by Exhibit E until (1) an official map is adopted by the County that defines the right of way for the subject improvement, or (2) October 15, 2006, whichever comes first, otherwise this proffer becomes null and void.
- (b) The Owner will agree to the dedicate in fee simple and at no cost to the County the additional land as defined by the adopted official map for right of way, provided that the request for the dedication of the right of way is made by the County prior to January 1, 2007, otherwise this proffer shall become null and void. In the event that the adopted design for future public intersection improvements does not require the utilization of all of the dedicated land, the residual portion shall revert back to the Owner.
- (c) The dedicated land shall revert to the Owner in fee simple, at no expense to the Owner, if the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2013.
- (d) The design and construction of the Hydraulic Road/Route 29 intersection improvements do not impair safe and adequate access at the planned Albemarle Place intersection of Swanson Road (Extended) and existing

Hydraulic Road into Albemarle Place and that the existing vertical and horizontal geometric characteristics at the existing Swanson Road/Hydraulic Road intersection be maintained in their present configuration.

11. **Signalization Proffer for Hydraulic Road and Route 29 Intersections:** The Owner at its expense shall engineer, bond and construct of traffic signalization at (a) the intersection of "4th Street" Street (also know as "Albemarle Place Boulevard) and Route 29, and (b) the intersection of "Cedar Hill Road Extended" and Hydraulic Road. These improvements shall be constructed at such point in time that (a) VDOT traffic signalization warrants are met, (b) the County or VDOT requests the installation of such signals, and (c) ROW construction permits have been issued.

12. **Commonwealth Drive Connection:** The Owner shall reserve land, engineer, bond and construct at its expense on-site improvements for a street connection at the northwest corner of the Property to Commonwealth Drive in the location on the Comdial Property as depicted on the Master Site Plan and labeled as "Future Commonwealth Connection." The connection will be a two lane, private facility to be constructed within a private access easement. Sidewalk will be constructed on the south side of the street.

The Owner will agree to engineer, bond and construct the off-site portion of the connection to Commonwealth Drive on the Comdial Property provided that (a) all necessary easements have been granted at no cost to the Owner, (b) plat and plan approvals and construction permits as may be necessary for such construction for the connection through off-site properties for this improvement have been granted, and (c) the request for such connection through the off-site property is made by the County prior to October 15, 2010. Upon notification by the County, the connection shall be completed by the Owner within twelve (12) months from date of satisfaction of conditions as set forth in herein above.

13. **Other "Super Block" Street Connections:** The Owner shall reserve land and grant construction and permanent access easements at no expense to the County for the purposes of future construction (by others) of inter-parcel street connections within the "Super Block" at the following locations: First Street (to west to Commonwealth Drive), Second Street (to west to Commonwealth Drive), Third Street (to west to Commonwealth Drive), Cedar Hill Road Extended (in Block F to north to Comdial), Fourth Street (between Blocks F and G north to Comdial Property), Swanson Road Extended (to north to Sperry Property) and at two additional locations into Sperry Property.

The locations for easement reservation and dedication are as generally depicted on Exhibit A and labeled thereon as "Future Extension." These easement locations shall be identified, platted and dedicated at the request of the County in conjunction with subsequent site plan applications for Albemarle Place.

14. **Proffer for Future Dedication of Private Streets:** Travelways and access aisles (generally referred to herein below as "streets") within the Property shall be initially constructed as private improvements in accord with final site plan requirements and shall be located within private access easements (with improvements in physical design and function consistent with accepted practices for private, interior travelways and access aisles within regional shopping centers and multifamily projects).

The private street system shall be constructed and maintained at the Owner's expense. Upon request by the County, the Owner agrees to proffer the future dedication of "streets" interior to the Property that are not initially intended to be dedicated at time of subdivision or site plan approval, provided that:

- (a) the request for such dedication is made by the County prior to July 1, 2013,
- (b) the dedication of such rights of way does not adversely impact the intended function of the "streets",
- (c) the dedicated right of way widths do not exceed the platted private access easements related to such streets (ROW = back of curb to back of curb with additional 3' maintenance easement behind curb line), and
- (d) the Owner shall bear no responsibility for additional improvements and costs related to such dedication of such "streets".

The undersigned Owner hereby proffers that the use and development of the subject property shall be in conformance with the proffers and conditions herein above and shall supersede all other proffers and conditions made prior hereto.

In the event that the ZMA for the Property is not approved by the Board of Supervisors as applied for by the Applicant on or before October 15, 2003, these proffers and conditions as proposed shall be withdrawn and are null and void.

Owner:

Signature of Owner

Printed Name

Date

PROJECT SUMMARY

Project Name: ALBEMARLE PLACE TOWN CENTER
 Location: 1100 N. 1st St., Raleigh, NC 27601
 Project Size: 1,000,000 sq. ft.
 Project Type: Mixed-Use Development
 Project Status: Under Construction
 Project Owner: Landonomics Group

COLOR LEGEND

Asph
 Concrete
 Brick
 Stone
 Wood
 Glass
 Metal
 Other



APPLICATION PLAN
 STREET LEVEL

NOTES ON ZMA PHASING PLAN

1. ZMA Phasing Plan, General:

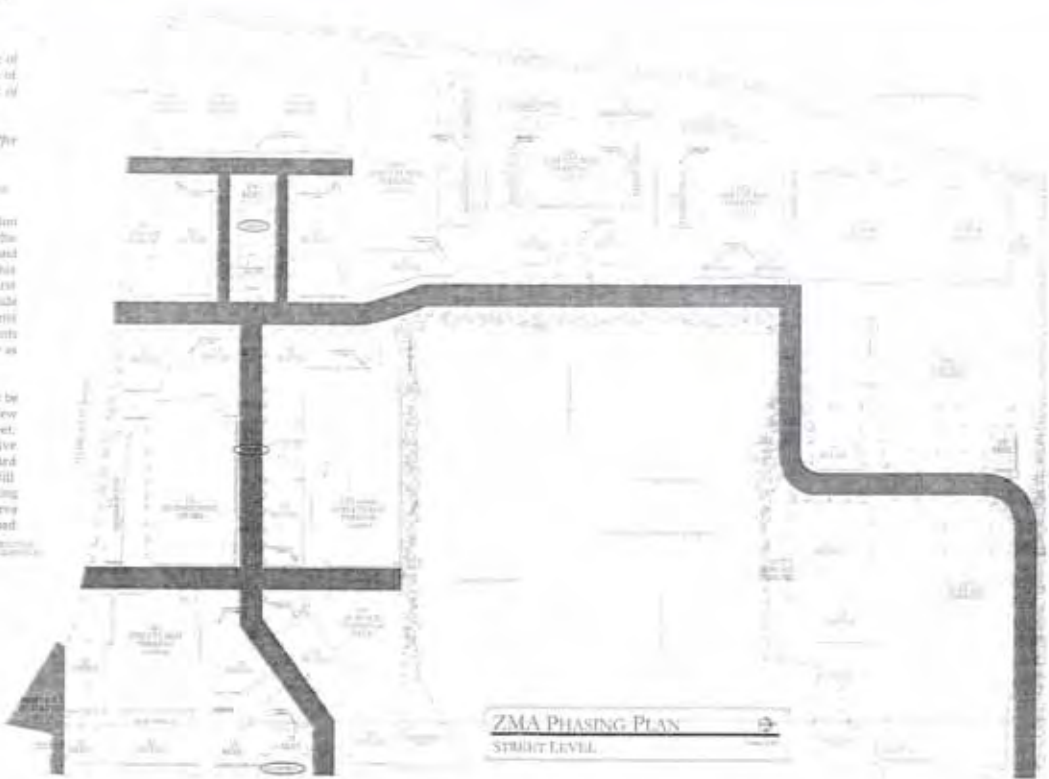
This exhibit is presented for the purpose of depicting the general geographical areas of the Property as referenced in Profiles #5 of the Albemarle Place Further Statement.

2. Albemarle Place Phasing Profile (Profile #1):

Phasing of Albemarle Place Improvements:

The Owner agrees to phase the construction of street and site improvements for the Property in accord with general street and infrastructure design as depicted on this exhibit. The first site plan for the first phase of Albemarle Place shall include street, utility, and landscape improvements to serve the planned building improvements contained within Blocks A, B, C, and D as depicted on the Regulating Block Plan.

The first site plan shall include, but not be limited to, New Main Street, South New Main Street, North New Main Street, Swanson Road Extended, Ingleswood Drive Extended, and Albemarle Place Boulevard (also referred to as "4th Street/Cedar Hill Road Extended") as well as supporting utility infrastructure as required to serve buildings and structures to be located within Blocks A, B, C, and D.



ATTACHMENT D

38
EXHIBIT C

DEVELOPER
LANDONICS GROUP



ALBEMARLE PLACE
TOWN CENTER

CCW The COX Company

ARCHITECT
K.A. Inc.

SP4
SHEET NO. 001

COLOR LEGEND

- 1.0000
- 2.0000
- 3.0000
- 4.0000
- 5.0000
- 6.0000
- 7.0000
- 8.0000



REGULATING BLOCK PLAN
STREET LEVEL



Exhibit "E" MPO Concept Plan

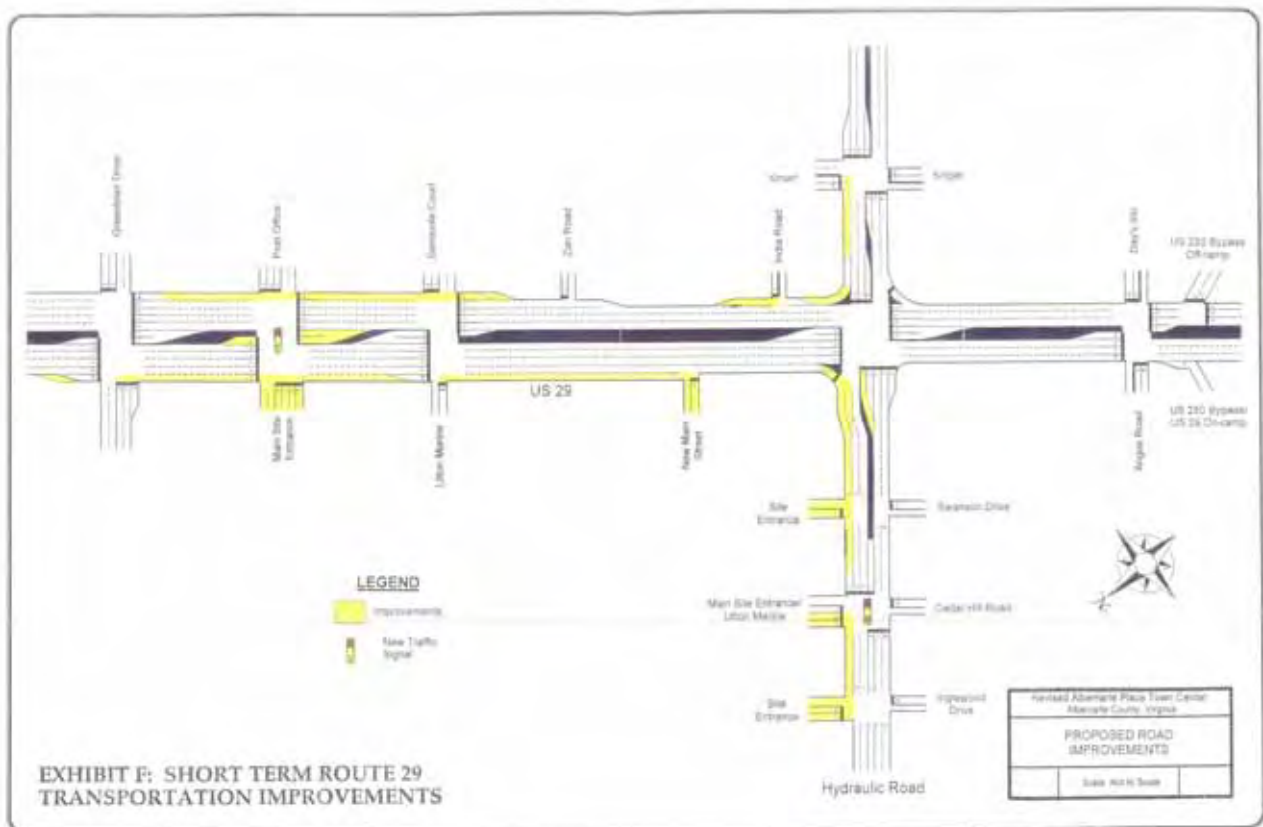
ATTACHMENT D



The County of Albemarle
The City of Charlottesville

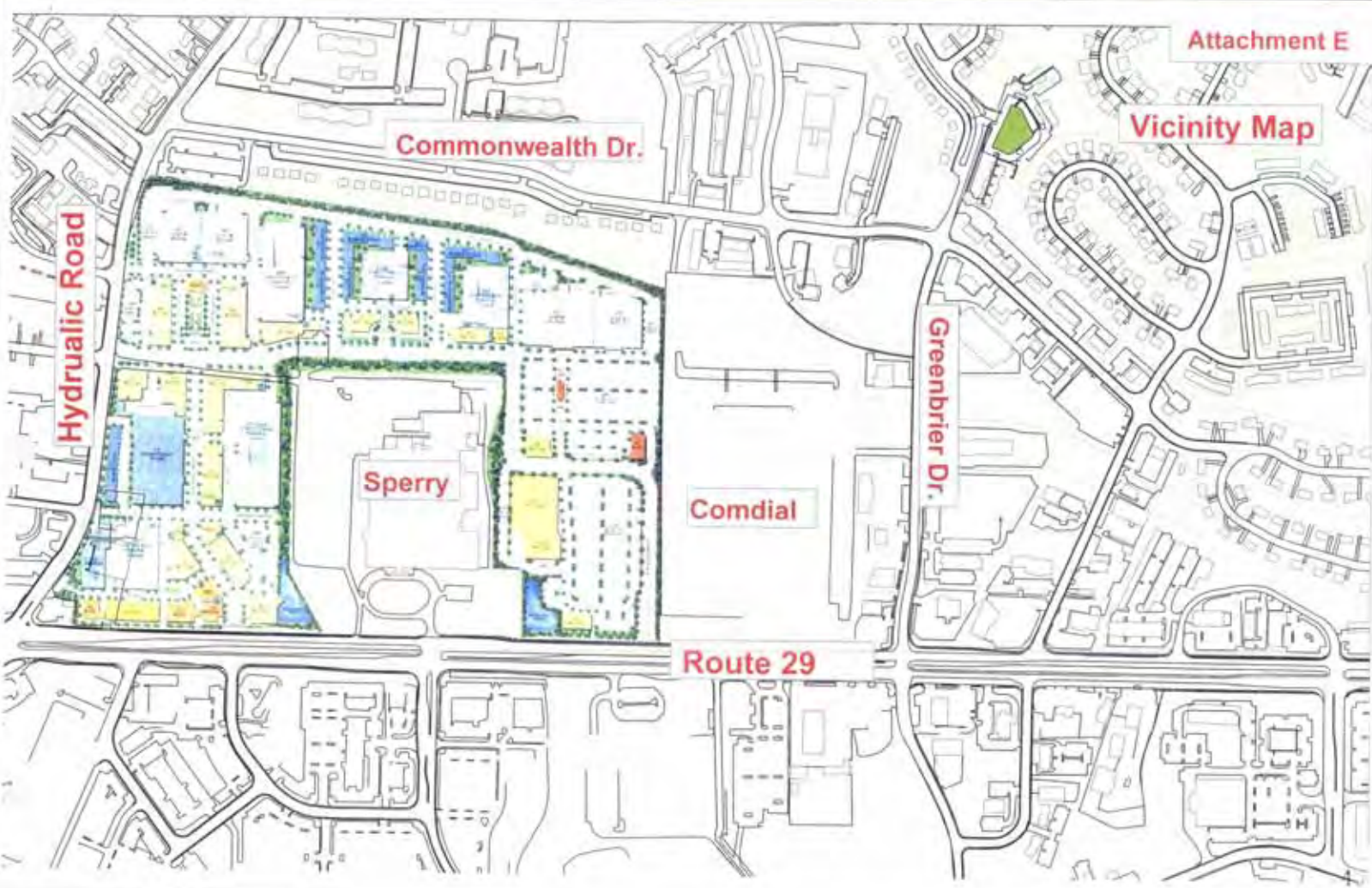
Hydraulic Road / Route 29 Intersection







Vicinity Map



LANGUAGE FOR ALBEMARLE PLACE CPA 01-04

GENERAL RECOMMENDATION

The Comprehensive Plan's Land Use Plan should be amended to designate the undeveloped land surrounding the Sperry Factory as Regional Service, thus replacing its current designation of Industrial Service. The remainder of the land use designations within the super block should remain as designated. In addition to the super block specific CPA language recommended below, the changes to the Comprehensive Plan's current language for Neighborhood 1 are also recommended to the Board of Supervisors as proposed in Attachment B.

RECOMMENDED LANGUAGE AMENDMENTS FOR THE HYDRAULIC SUPER BLOCK

Any development or redevelopment of the properties in the Hydraulic Super Block, defined as the land enclosed by Route 29, Hydraulic Road, Commonwealth Drive, and Greenbrier Drive, should occur within the following guidelines:

A. Transportation

- 1) The City of Charlottesville, County of Albemarle, the Virginia Department of Transportation, affected property owners, and interested stakeholders should coordinate the development of an integrated transportation system.

The integrated system should include the necessary improvements, inclusive of roadway improvements, pedestrian and bicycle facilities, and mass transportation, in an area encompassing the following intersections (See Attachment A):

- ◆ Hydraulic & Route 250 Bypass;
- ◆ Hydraulic & Route 29;
- ◆ Hydraulic & Commonwealth Drive;
- ◆ Hydraulic & Georgetown Road;
- ◆ Route 250/ Route 29 Bypass & Barracks Road
- ◆ Route 29 & Route 250 Bypass;
- ◆ Route 29 & Angus Road;
- ◆ Route 29 & Greenbrier Drive; and,
- ◆ Commonwealth Drive & Greenbrier Drive.

The integrated system should include development of a grid road network within the Hydraulic Super Block as illustrated in Attachment A. Additional turning lanes and travel lanes may be considered along existing roads within the defined area; however, the development of parallel roads as illustrated in Attachment A should be stressed over the addition of lanes to existing roads.

As part of the integrated system, the County and City should create a road, parallel to Route 29, which would connect Hillsdale Drive southward to Hydraulic (and points south if determined beneficial by a traffic study), for the purpose of increased interconnectivity. A possible alignment is conceptually shown in Attachment A.

As part of the integrated system, improvements in this area may include urban, grade-separated intersections, as warranted, to facilitate the movement of traffic. In particular, the Hydraulic/ Route 250, Hydraulic/ Route 29, Route 29/ Greenbrier Drive and Route 29/ Route 250 intersections should be analyzed for such improvements.

As part of the integrated system, traffic signal timing and coordination should be improved, and where determined necessary, intersections should be relocated to optimize traffic flow.

- 2) Development within the Hydraulic Super Block should create multiple connections to Commonwealth Drive, Greenbrier Drive and Hydraulic Road. A single connection to Commonwealth and Greenbrier Drives is considered a minimum within the super block. Multiple connections to Hydraulic should be considered a requirement. Projects that cannot connect through to one of the major roads surrounding the super block should demonstrate that the means for future vehicular and pedestrian connections is achievable between their project and the major road.
- 3) The existing Seminole Square/ Sperry Marine/ Route 29 intersection should ultimately be utilized as the connection between developments on the east and west sides of Route 29. Any development within the super block should anticipate that this intersection will be the primary point for a Route 29 crossover. Thus, they should orient buildings and street layouts accordingly. If it is impossible to gain direct access to this intersection, it may be necessary to establish a new crossover between Greenbrier Drive and the Seminole Square/ Sperry Marine/ Route 29 intersection to serve the undeveloped properties surrounding the Sperry Marine Factory, if warranted by traffic studies and conditions. However, this new crossover should be closed when a connection to the Seminole Square/ Sperry Marine/ Route 29 intersection is feasible.
- 4) Any development of properties along Route 29 and around the major intersections listed in item A.1 above should contribute towards the necessary infrastructure improvements (possibly including grade-separated interchanges) and set aside sufficient right-of-way to accommodate the ultimate improvements for these intersections as dictated by the integrated transportation system plan.
- 5) Development within the super block should be phased to match the provision of transportation improvements.
- 6) Development within the super block should implement alternative transportation solutions. These alternatives may include Transportation Demand Management solutions, shuttle service between selected destinations within the City and/or County, high occupancy car parking and mass transit.
- 7) New development should be designed to maintain traffic of a residential nature in existing neighborhoods in both the City and County.

B. Land Use

- 1) The County continues to value and encourage the continuation of the industrial uses on the remaining Industrial Service designated properties (the Sperry Marine and Comdial factories) because these business uses provide important employment opportunities and contribute to the mixture of uses within the super block. However, the County also recognizes that mixed-use land uses designations, such as Community Service, may be considered as an alternative designation for these properties as part of the County's forthcoming Neighborhood Planning Initiative.
- 2) The development within the super block should be a center or focal point for the southern portion of Neighborhood 1.

- 3) Preference will be given to rezoning proposals that provide a mixture of uses, along with a phasing plan that assures a mixture of uses during the development of the project.
- 4) The phasing of the project should be coordinated with the provision to assure adequate water supply for existing and proposed users of that supply.
- 5) Any proposal within the super block should achieve the highest density possible as long as the existing or planned road, utility, open space, and/or other public infrastructure supports that density. The desired overall intensity is a minimum floor-to-area ratio (FAR) of .75.
- 6) Development within the super block should be phased to match the provision of non-transportation related public infrastructure, such as sewer and water.

C. Design Standards for Development or Redevelopment within the Super Block

- 1) The concepts of Neighborhood Model should be incorporated into all projects within the super block.
- 2) Projects should provide pedestrian and bicycle access both internally and to surrounding properties and major roads. Additionally, the recommendations of the 1999 Route 29 Pedestrian Corridor Plan and its successors should be implemented. Where right-of-way is not available to connect a project to the edges of the super block, the project should be designed so that the possibility for a future pedestrian connections and bicycle accesses through the adjacent properties is retained.
- 3) Projects should orient buildings to major roads, both interior and exterior to the super block (with priority given to the external street network), to the maximum extent possible in order to create the appropriate streetscape.
- 4) To reduce the amount of site disturbance and impervious surface, the ground floor ("footprint") of any single user may not exceed 70,000 square feet. Any building larger than 70,000 square feet shall be designed so that each floor can function as an individual business, to be reusable by separate users in the future. In addition, any large-scale building should adhere to the following guidelines for the purpose of creating an appropriate streetscape:
 - ◆ The building's facades and rooflines should be of visual interest and should reduce the massive scale and the uniform, impersonal appearance of such large buildings.
 - ◆ The building should have architectural features and patterns at the scale of the pedestrian that provide visual interest, reduce massive aesthetic effects, and recognize local character. These elements should be integral parts of the building fabric and not applied trim, graphics or paint.
 - ◆ A large building's design should integrate small liner stores with entrances onto the sidewalk in order to break up the façade of the larger user.
 - ◆ Any large building's location should be integrated with other buildings and site features with an eye toward a pedestrian-friendly composition.
 - ◆ All large buildings should present at least a two-story elevation to the streetscape.
- 5) Buildings along streets exterior to the super block should be compatible with existing development opposite the proposal.

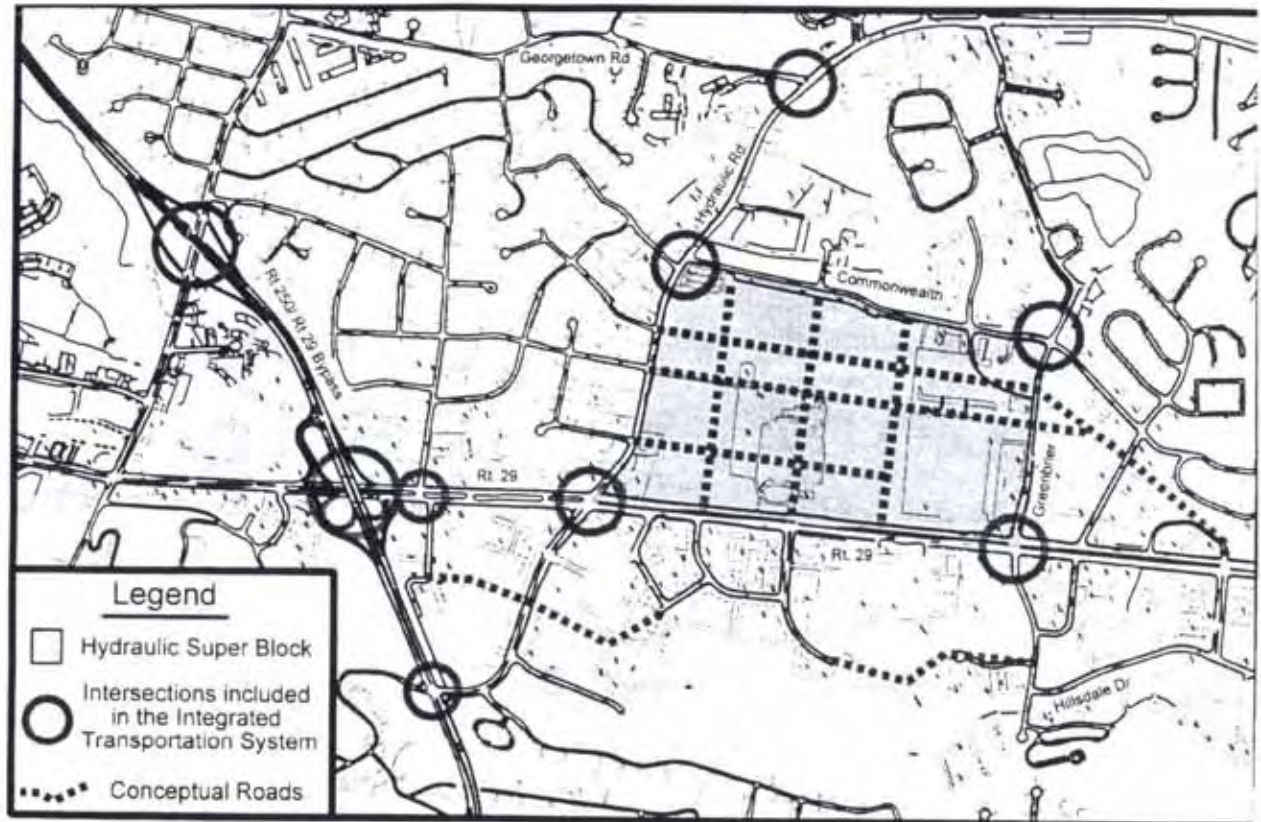
- 6) Projects should limit large surface parking lots through the use of parking structures. Where surface parking lots are necessary, design techniques should be implemented to provide a streetscape that hides the surface parking to the maximum extent possible.
- 7) Projects should relegate parking to the maximum extent possible.
- 8) Projects should grade the site and provide design buildings that limit the use and height of retaining walls. Minimizing the height and use of walls is especially important where the walls will face exterior properties. Projects should break tall retaining walls into multiple, shorter walls so that their visual impact is reduced. Additionally, projects should screen their retaining walls with vegetation or techniques to reduce the visual impacts.
- 9) Projects should provide an appropriate vegetated buffer and screen uses on adjacent properties when the uses are different from each other.

D. Public Space and Public Facilities/ Amenities

- 1) Proposals should develop at least 10% of the gross site acreage in amenities and 15% as green space. Public amenities can be paved areas, such as plazas, courtyard, or communal rooftop patios, or landscaped area, such as parks or water features. Green space, which provides an amenity, can be counted towards both amenity and green space percentages.
- 2) Development within the super block should create pedestrian and bicycle connections to Whitewood Park and open space areas in the Meadow Creek drainage.
- 3) Projects within the super block should fund a proportionate share of pedestrian and bicycle grade-separated crossings of Route 29 as indicated in the 1999 US Route 29 Pedestrian Study.
- 4) Projects should investigate provision of space for public facilities, such as a public library and urban gym, as indicated in the Community Facilities Plan.

E. Environmental Protection

- 1) Natural waterways should be retained where possible. If after a careful analysis, it is impossible to retain or protect these waterways, the project should implement measures to protect water quality and quantity that will protect downstream properties and habitat. The project should overtreat and/ or detain stormwater to provide additional stormwater protection. Additionally, any mitigation of wetland and stream impacts should be provided within the watershed where feasible.
- 2) Projects should incorporate the principles of sustainable design, such as green roofs, natural lighting within buildings, and energy efficiency, to a significant extent.
- 3) Projects should retain significant trees and other vegetation.



Neighborhood One

LOCATION

Neighborhood One is bounded by Route 29 North on the east, Hydraulic Road on the south, (and a small area to the south of Hydraulic Road), the South Fork Rivanna River reservoir watershed and Hydraulic Road on the west and the South Fork Rivanna River on the north.

EXISTING LAND USE

Residential- Neighborhood One contains 3,285 housing units and a population of 7,241 people. This neighborhood contains the largest residential population in the County. Sixteen percent (522) of the housing units in the Neighborhood are single-family attached; twenty-five percent (825) of the housing units are either townhouses, single family attached or duplexes; fifty-six percent (1,827) are multi-family; and three percent (111) of the housing units are mobile homes (July, 1996). There are a number of major residential developments in the Neighborhood, including Whitewood Village, Westfield, Jefferson Towne, Turtle Creek, Sachem Village, Wyndridge, Westgate Apartments, Four Seasons and Townwood. Heritage Hall, a retirement community, is located in this Neighborhood.

Commercial and Office- This Neighborhood contains a large inventory of retail and office uses. Some retail uses include Shoppers World Shopping Center (148,783 square feet); Rio Hill Shopping Center (294,901 square feet); Sam's Wholesale Club (113,613 square feet); and Wal-Mart (114,513 square feet). Also, there are a number of other commercial uses in the neighborhood such as car dealerships, hotels, and restaurants, which are almost all along the Route 29 corridor. Larger office uses include Village Offices (Berkmar Drive-30,800 square feet); West Park Plaza (Rio Road-17,975 square feet); Rio West Professional Center (50,074 square feet); Sachem Village (Whitewood Road-12,000 square feet); Republic Business Center (Whitewood Road- 10,032 square feet) and Albemarle Professional Center (Hydraulic Road-14,398 square feet). Berkmar Crossing (62,066 square feet) is a mix of office and commercial uses.

Industrial- Neighborhood One includes two of the County's largest employers (Sperry and Comdial) who together employ over 2,000 people. Sperry contains 231,055 square feet and Comdial contains 452,380 square feet.

ENVIRONMENTAL CHARACTERISTICS

In relief, Neighborhood One slopes downward from a western ridge following Woodburn, Rio, Hydraulic and Georgetown Roads to Route 29 North on the east. A series of swales form streams crossing under Route 29 in various locations.

TRANSPORTATION

Route 29 is a primary arterial road serving the Neighborhood. The Route 29 (Western) Bypass will likely intersect the northern portion of Neighborhood One west of Berkmar Drive and east of Woodburn Road. Rio Road and Hydraulic Road are heavily traveled by vehicular, pedestrian, and bicycle traffic.

PUBLIC WATER AND SEWER

Utilities are present throughout the neighborhood. Major waterlines follow Woodburn, Rio, Hydraulic Roads, and Route 29. Major sewer trunk lines follow Four Seasons Drive and the stream swale through Berkeley Subdivision to the Branchlands PUD, and ultimately to the Moores Creek Wastewater Treatment Plant through the Rivanna Interceptor.

PUBLIC FACILITIES

Agnor Hurt Elementary, the Seminole Trail Fire Station and Whitewood Park are located in the neighborhood, as well as a boat access to the South Fork Rivanna River at the end of Woodburn Road. Adjacent to the Neighborhood are Greer Elementary, Jouett Middle School and Albemarle High School. Public Facilities are adequate in the area.

RECOMMENDATIONS

- Due to the potential impact of the Western Bypass, the area north of Rio Road, west of Berkmar Drive and east of Woodburn Road, was designated Transitional. This designation will allow for a wide flexibility of uses and allow uses that would be compatible with the bypass in the long term and provide a transition to the residential property to the west in the short term. Access to Woodburn Road from properties located between Berkmar Drive and Woodburn Drive will be prohibited. Proposed development which impacts on the bypass development shall be discouraged.

- ~~- Industrial Service uses are recommended for the undeveloped area north of Hydraulic Road, between Route 29 and Commonwealth Drive. As an alternative, this area may be considered for mixed-use development consistent with the Transitional designation to include commercial services serving additional community scale needs rather than regional demands. Major considerations in the review of any alternative land use proposals will be the impact to the surrounding road system and adjacent residential areas, and consistency with the land use development standards of the Comprehensive Plan.~~
- Future development plans along Route 29 North are to be sensitive to its status as an Entrance Corridor Roadway.
- Transportation improvements include:
 - Provide landscaping, walkways and bicycle facilities along Route 29 to enhance this corridor as the County's major business district.
 - Widen Hydraulic Road and Rio Road to five lanes between Route 29 North and Whitewood Road. Include walkways and bicycle facilities in conjunction with this project.
 - ~~— Improve traffic circulation in the large residential area located between Hydraulic and Rio Roads with the extension of Greenbrier Drive to Hydraulic Road. Provide additional pavement width to accommodate bicycles and construct walkways along the south side of the new roadway.~~
 - Maintain and upgrade transit service to the Neighborhood. Consider extending transit service along Route 29 to the northern most portion of the Neighborhood and to Berkmar Drive.
- Construct a greenway along the South Fork of the Rivanna River. This provides a pedestrian connection of the Ivy Creek Natural Area to the Urban Area and an opportunity for passive recreation adjacent to the Urban Area. Develop the greenway to meet the recreational and conservation needs of the residents in Neighborhood One, and the entire County.
- Utility improvements include:
 - ~~— Upgrade water and sewer lines in Four Seasons.~~
 - ~~— Rehabilitate the sewer lines in Berkeley.~~
 - ~~— Utilize existing upper and lower ponds at Four Seasons as a Regional Stormwater Facility. Make improvements to the storm outlet.~~
 - ~~— Improve Four Season Drive channel entrance and outlet conditions at existing culverts. Construct a regional stormwater management facility between Peyton Drive and Commonwealth Drive.~~
 - ~~— Construct the Birnham Detention Basin in the area of Wyndridge and Greenbrier Drive Extended.~~
 - Perform a study to determine capacity of the Meadow Creek Sanitary Sewer Interceptor.
- Maintain the wooded ridgeline along Berkmar Drive to buffer the residential properties along Woodburn Road.

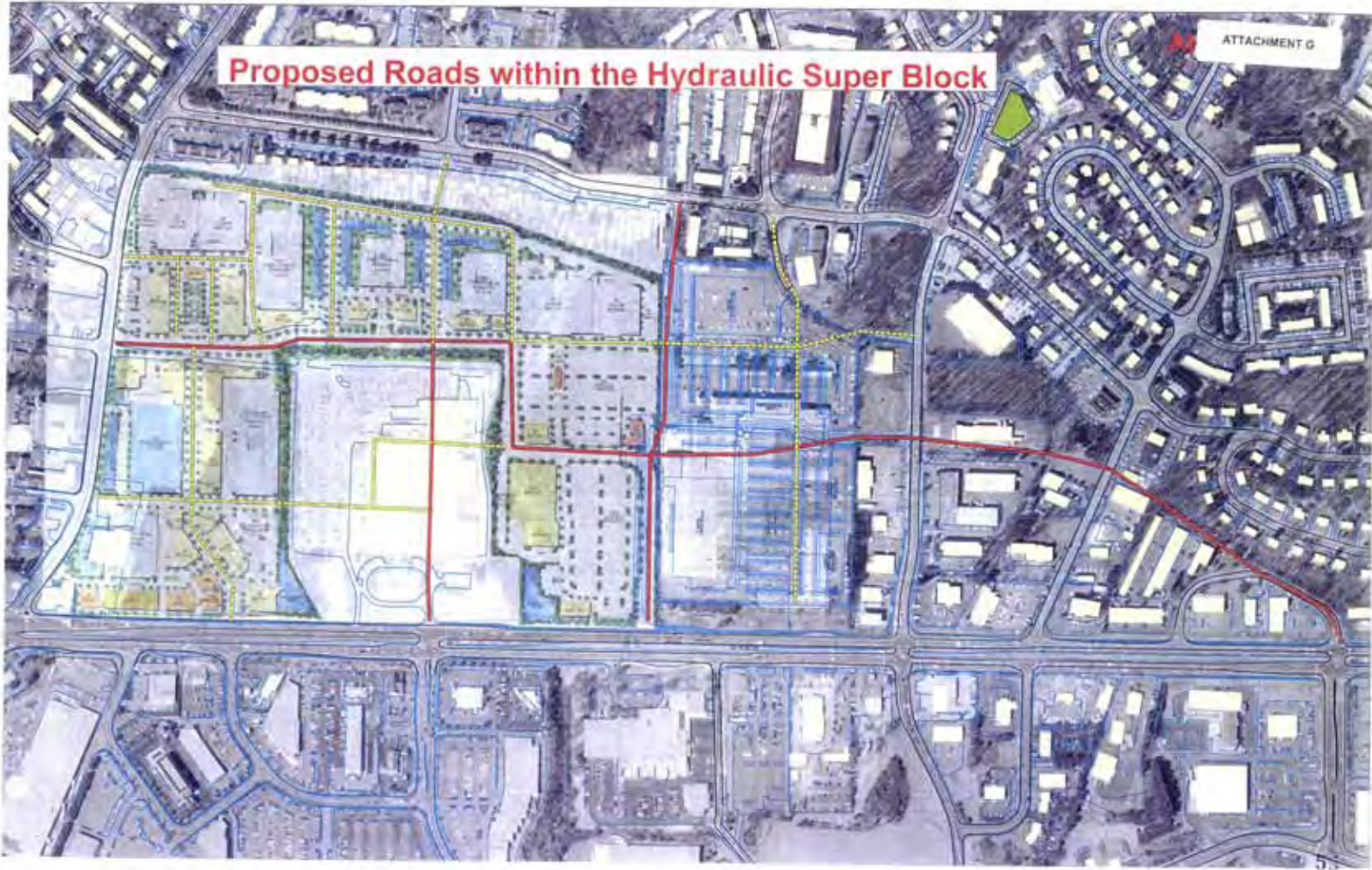
Projects
have been
completed

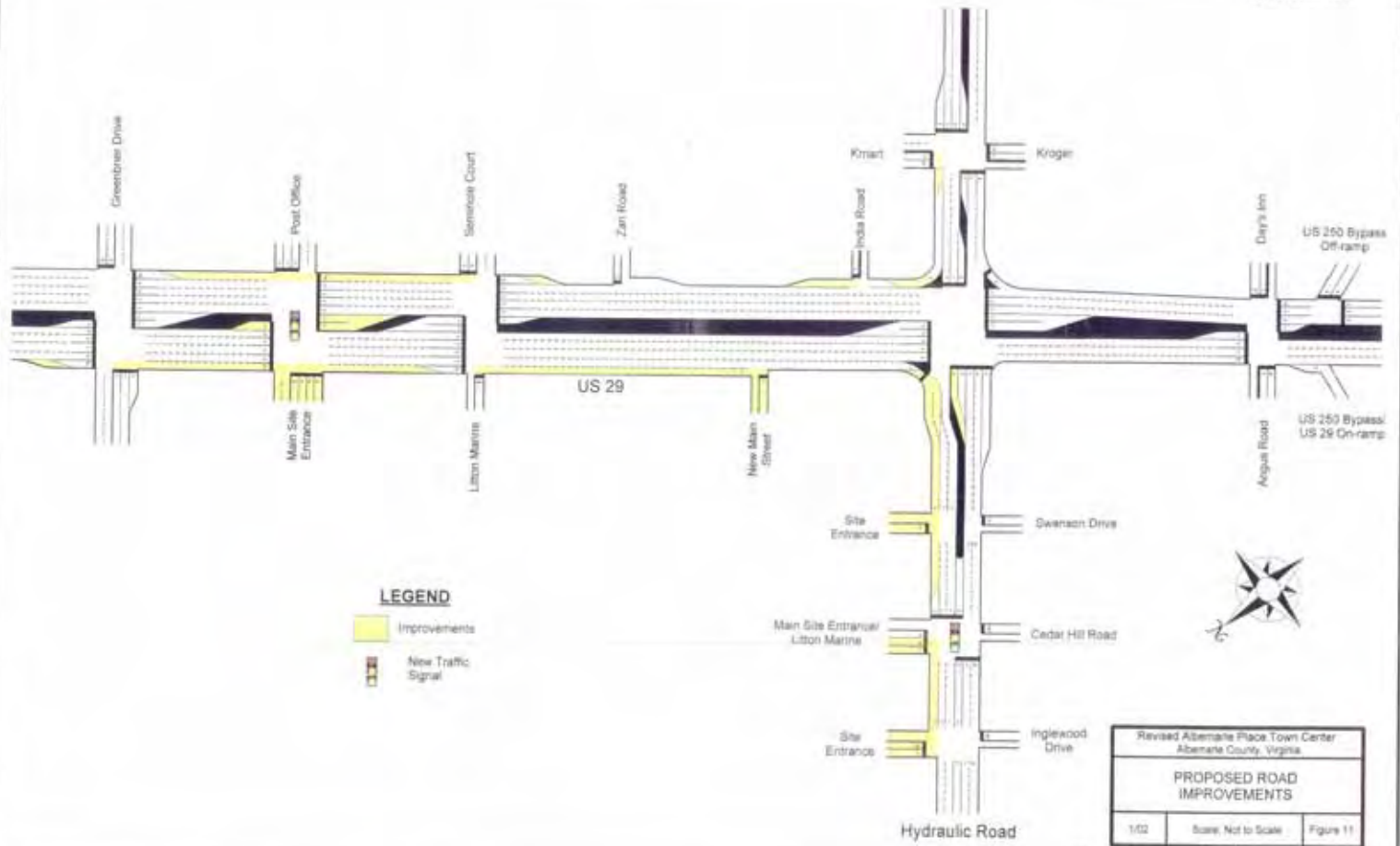
- ~~Maintain a wooded buffer between the Industrial Service area on Hydraulic Road and the residential development along Commonwealth Drive.~~
- Maintain a wooded buffer between the Community/Regional Service located on Route 29 and the adjacent residential developments.

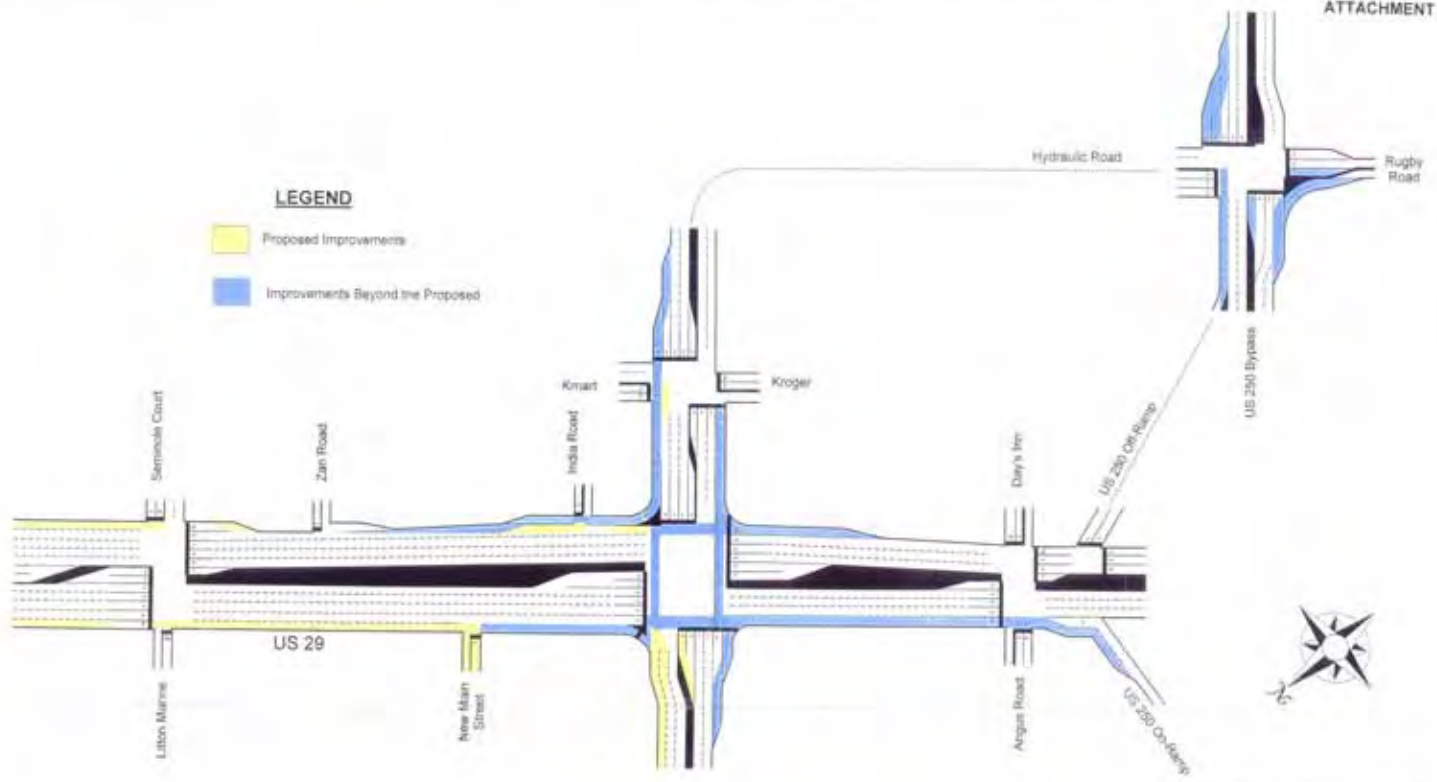


Proposed Roads within the Hydraulic Super Block

ATTACHMENT G







Revised Abenale Place Town Center
Albemarle County, Virginia

ROAD IMPROVEMENTS REQUIRED
TO ACHIEVE A MAXIMUM VEHICLE
DELAY OF 55 SECONDS OVERALL

1/02	Scale: Not to Scale	Figure 12
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COUNTY OF ALBEMARLE
Department of Engineering & Public Works
MEMORANDUM

To: Michael Barnes
From: Glenn Brooks
Subject: Albemarle Place (Town Center), transportation improvements
Date received: request of 12 Aug 2003
Date of Comment: 13 Aug 2003, 15 Aug 2003, (final) 26 Aug 2003

Summary of Transportation improvements for Albemarle Place, ZMA-01-07: *Please note, all improvements are to include right-of-way dedication and sidewalk relocation where necessary.*

A. Minimum improvements (required for site development due to direct impact):

1. A continuous right turn lane (acceleration/deceleration/full-frontage-improvement) on Seminole Trail (Rt. 29) southbound from the northernmost site entrance (4th Street) to the southernmost site entrance (New Main Street), as well as a 200' right turn lane and 100' taper into the northernmost site entrance (4th Street).
2. A continuous right turn lane on Hydraulic Road (Rt. 743) westbound from Seminole Trail (Rt. 29) to the westernmost site entrance (Inglewood Drive). (Incidentally replaces the right turn lane into the existing Sperry entrance, and is conditional upon right-of-way being made available in front of the 7-11 corner.)
3. A 200' left turn lane and 100' (or as determined by VDOT) taper on Hydraulic Road (Rt. 743) eastbound onto Seminole Trail (Rt. 29) northbound.
4. *[If the City allows, and if right-of-way is available]* Spot improvements to achieve a continuous right turn lane on Hydraulic Road (Rt. 743) westbound from the Kmart site entrance to Seminole Trail (Rt. 29), and on Seminole Trail (Rt. 29) northbound to Zan Road.
5. Cedar Hill signal installation and new entrance design to prohibit through movements.
6. A median on Hydraulic Road (Rt. 743) from Seminole Lane (Rt. 29) to 50' west of Swanson Drive.
7. A 350' extension of the two left turn lanes on Seminole Trail (Rt. 29) northbound into Greenbrier Drive (Rt. 866), if the new signal and cross-over in front the Post Office is allowed (discussed below in item B.)

B. Minimum improvements required for a new signal and median on Seminole Trail (Rt. 29)

8. Extend the continuous right turn lane on Seminole Trail (Rt. 29) southbound to Greenbrier Drive (Rt. 866), and lengthen the right turn lane into Greenbrier Drive (Rt. 866) to * ' with a * ' taper. (* -lengths to be determined by VDOT)
9. A * ' left turn lane and * ' taper on Seminole Trail (Rt. 29) southbound into the Post Office entrance. (* -lengths to be determined by VDOT)
10. Two * ' left turn lanes with * ' taper on Seminole Trail (Rt. 29) northbound into the new site entrance (4th Street). (* -lengths to be determined by VDOT)
11. Spot improvements to achieve a continuous right turn lane on Seminole Trail (Rt. 29) northbound from Zan Road to Greenbrier Drive (Rt. 866).
12. Full intersection and signal installation at the new site entrance (4th Street) and necessary hardware to coordinate with the corridor.

C. Other required improvements

13. A right-of-way dedication at the corner of Hydraulic Road (Rt. 743) and Seminole Trail (Rt. 29) for future interchange improvements.

D. Other improvements recommended by VDOT

14. An extension of the right turn lane required in item 4 above on Seminole Trail (Rt. 29) northbound from Hydraulic Road (Rt. 743) to Zan Road.
15. Hardware improvements to coordinate the City and VDOT signals at the Kmart entrance on Hydraulic Road (Rt. 743) and on Seminole Trail (Rt. 29).
16. An additional right turn lane on the Bypass (Rt. 250) westbound onto Hydraulic Road (Rt. 743), as well as an extension of the existing right turn lane.

E. Other improvements requested by the County

17. Transit facilities within the development and on Seminole Lane and Hydraulic Road, as discussed with the proffers.

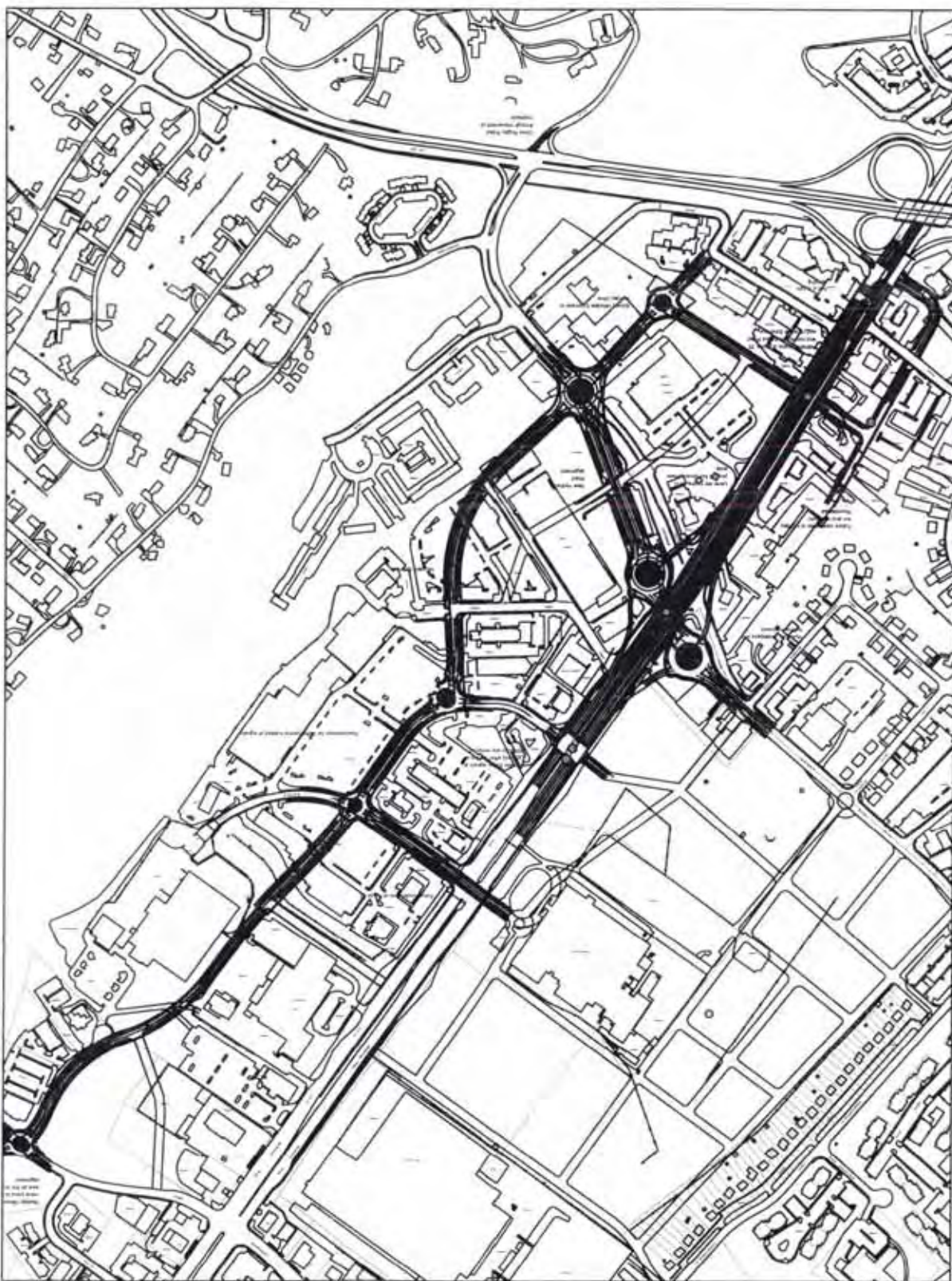
Other improvements requested by the City

18. Traffic calming measures within the neighborhoods across Hydraulic Road.

Three graphics are included with this memo: 1) sketch of required improvements, 2) existing



29H250Taskforce's Conceptual Design



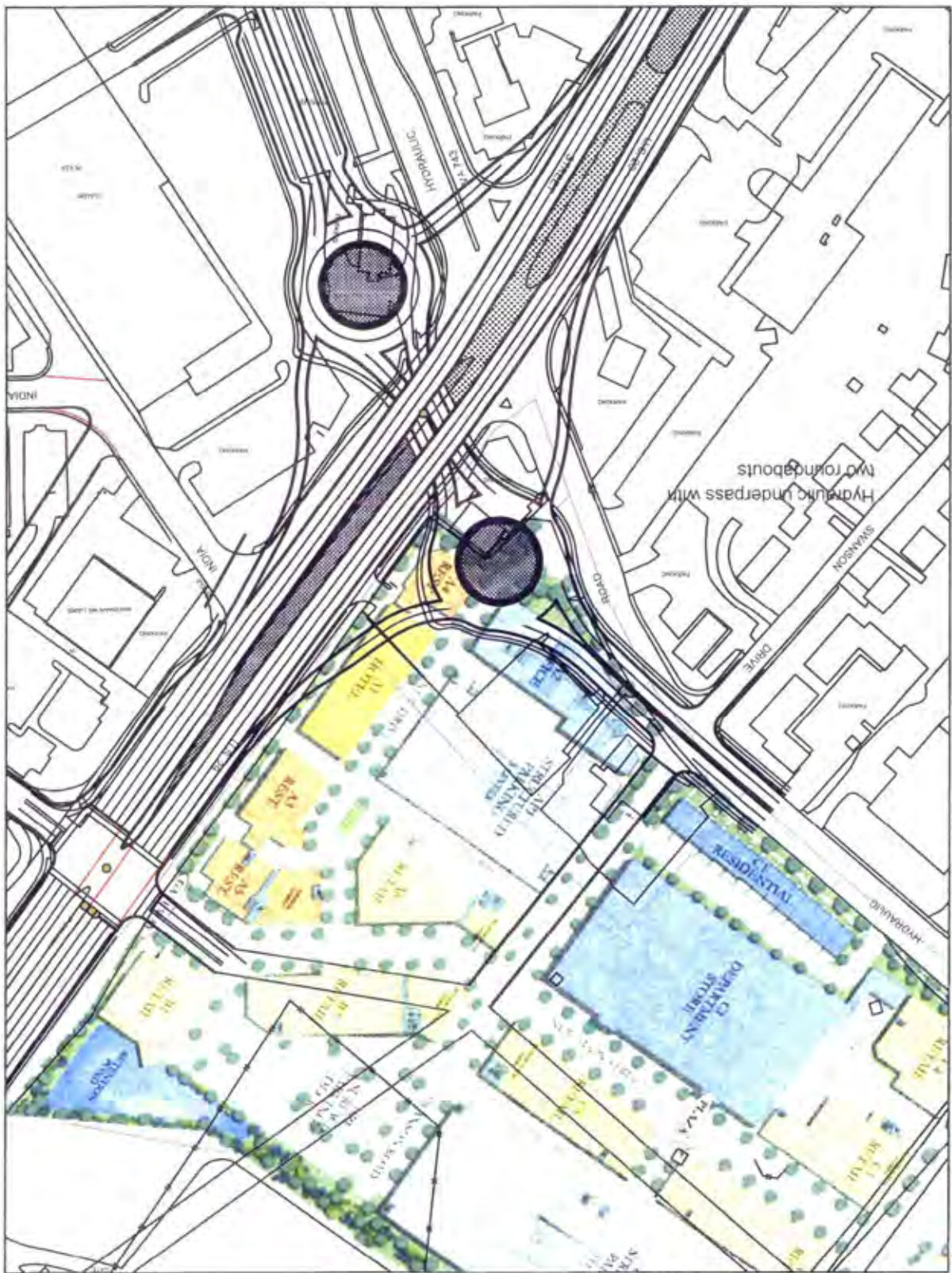
1 inch equals 696.135013 feet

29H250 Conceptual Design at the Hydrualic/ Rt. 29 Intersection



1 inch equals 206.868687 feet

29H250 Conceptual Design Overlay on the Albemarle Place Proposal





MEMORANDUM

TO: Michael Barnes, Senior Planner

FROM: Steven A. Allshouse, Fiscal Impact Planner *SA*

DATE: August 26, 2003

RE: ZMA 01- 07 (ALBEMARLE PLACE)

I analyzed four separate scenarios for the property in question. The first two scenarios used CRIM's *standard* pupil and population generation factors. Scenario number one examined the net annual fiscal impact of the maximum *new* development that could take place under *current* zoning, while the second scenario estimated the net annual fiscal impact of the *new* development that would result if the County approved the *proposed* zoning changes for the property. The results of these first two analyses appear in the attached "Budget Summary -- Current Zoning (Official Result, Using Standard CRIM Assumptions)" and "Budget Summary -- Proposed Zoning (Official Result, Using Standard CRIM Assumptions)" documents.

The third and fourth scenarios used *adjusted* pupil and population generation factors. Recently, I discovered that the pupil generation and population generation factors in CRIM apparently *overestimate* the number of new students and residents that the County gains as the result of new development. In the case of pupil generation, the overestimate comes to roughly 41% while, in the case of population generation, the overestimate equals about 23%. In the case of the third and fourth scenarios, therefore, I adjusted each of the pupil generation factors in CRIM by $(1/1.41) = 0.71$ and I adjusted each of the model's population generation factors by $(1/1.23) = 0.813$. In the third scenario, CRIM estimated, *using these adjusted factors*, the net annual fiscal impact that would result from the maximum new development allowed by *current* zoning, while in the fourth scenario, CRIM calculated, *using these adjusted factors*, the net fiscal impact that would result if the County approved the proposed zoning changes for the property. The results of these third and fourth analyses appear in the attached "Budget Summary -- Current Zoning (Unofficial Result, Using Adjusted Pupil & Population Gen. Factors)" and "Budget Summary -- Proposed Zoning (Unofficial Result, Using Adjusted Pupil & Population Gen. Factors)" documents.

In the case of the first and third scenarios, I assumed that 20,000 square feet of retail space and 100,000 square feet of industrial space could be built during the course of the next year. In the case of the second and fourth scenarios, I assumed that 200 single family attached/townhouse (SFA/TH) units, 450 multifamily (MF) units, 802,000 square feet of retail space, and 267,000 square feet of

ZMA 01-07
 August 26, 2003
 Page Two

taxable office space would be built on the property. For the sake of simplicity, I assumed a one-year build-out for the proposed development.

As for the net annual fiscal impact of the maximum *new* development that could take place under *current* zoning, the *standard* average cost version of CRIM estimates that, after build-out, the following result would occur.

Scenario # 1

Fiscal Impact – Curr. Zoning (Official Result)

Property Taxes	\$125,000
Other Revenues	583,000
Total Revenues	\$708,000
School Expenditures	(\$475,000)
County Govt. Expenditures	(172,000)
Total Expenditures	(\$647,000)
Net Annual Fiscal Impact	\$61,000

In terms of the annual impact that the development would have on the County's capital costs, CRIM estimates the following numbers.

Scenario # 1

CIP Impact – Curr. Zoning (Official Result)

Schools CF Pay-As-You-Go	(\$0)
Schools CF Debt Service	(\$174,000)
Total Schools CIP Impact	(\$174,000)
County CF Pay-As-You-Go	(\$0)
County CF Debt Service	(\$0)
Total Cty. Govt. CIP Impact	(\$0)
Net Annual CIP Impact	(\$174,000)

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 August 26, 2003
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Note that these CIP figures are included in the fiscal impact numbers listed on the previous page. (The \$174,000 in capital costs is part of the \$647,000 in the estimated total annual expenditures resulting from the development). These CIP numbers are presented separately to highlight the magnitude of the capital costs that would be associated with such development.

As for the net annual fiscal impact of the development that would take place under the *proposed* zoning, the standard average cost version of CRIM estimates that, after build-out, the following result would occur.

Scenario # 2

Fiscal Impact – Prop. Zoning (Official Result)

Property Taxes	\$1,455,000
Other Revenues	7,658,000
Total Revenues	\$9,113,000
School Expenditures	(\$4,910,000)
County Govt. Expenditures	(1,550,000)
Total Expenditures	(\$6,460,000)

Net Annual Fiscal Impact \$2,653,000

Please note that this figure of \$2,653,000 differs somewhat from the \$2,652,000 listed in the CRIM printout. This discrepancy results from rounding errors in the model. In terms of the impact of this proposed development on the County of Albemarle's capital costs, CRIM estimated outcome shown on the following page.

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Scenario # 2

CIP Impact – Prop. Zoning (Official Result)

Schools CF Pay-As-You-Go	(\$0)
Schools CF Debt Service	(\$1,778,000)
Total Schools CIP Impact	(\$1,778,000)
County CF Pay-As-You-Go	(\$0)
County CF Debt Service	(\$0)
Total Cty. Govt. CIP Impact	(\$0)
Net Annual CIP Impact	(\$1,778,000)

Again, these CIP numbers are included in the total annual expenditures of \$6,460,000 shown previously, and are presented separately to illustrate the relative magnitude of capital costs. *I should point out that the capital costs listed for the proposed project have been estimated using an average cost (AC) methodology. As you and I have discussed, the impact of Albemarle Place on the County's transportation infrastructure might result in costs that would be captured better by a marginal cost (MC) analysis than by the AC approach. I have been instructed, however, not to undertake a marginal cost analysis at this time. All of the CIP impact figures presented in this report, therefore, are subject to revision.*

The numbers generated by the two official scenarios that I ran indicate that, if the County approves ZMA 01-07, the differential net annual fiscal impact would be \$2,653,000 – \$61,000 = \$2,592,000. This number means that, annually, the County would be \$2,592,000 better off approving ZMA 01-07 than denying the proposal.

Notes: (1) Although my official analysis suggests that the approval of ZMA 01-07 would result in a positive differential net annual fiscal impact on the County, this fact alone does not necessarily mean that, from a fiscal impact viewpoint, ZMA 01-07 should be approved, since the total mix of development taking place in Albemarle County in any given year might generate a negative revenue outcome; and (2) When deciding whether or not to approve a proposed development, Albemarle should take into consideration a number of issues other than just the project's fiscal impact. These issues include, but are not necessarily limited to, affordable housing, transportation impacts, and general environmental well-being.

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As for the net annual fiscal impact of the maximum *new* development that could take place under *current* zoning, the *adjusted* average cost version of CRIM estimates that, after build-out, the following result would occur.

Scenario # 3

Fiscal Impact – Curr. Zoning (Unofficial Result)

Property Taxes	\$125,000
Other Revenues	537,000
Total Revenues	\$662,000
School Expenditures	(\$335,000)
County Govt. Expenditures	(158,000)
Total Expenditures	(\$493,000)

Net Annual Fiscal Impact \$169,000

In terms of the annual impact that this development would have on the County's capital costs, the *adjusted* average cost version of CRIM estimates the following numbers.

Scenario # 3

CIP Impact – Curr. Zoning (Unofficial Result)

Schools CF Pay-As-You-Go	(\$0)
Schools CF Debt Service	(\$124,000)
Total Schools CIP Impact	(\$124,000)
County CF Pay-As-You-Go	(\$0)
County CF Debt Service	(\$0)
Total Cty. Govt. CIP Impact	(\$0)

Net Annual CIP Impact (\$124,000)

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Note that these CIP figures are included in the fiscal impact numbers listed on the previous page. (The \$124,000 in capital costs is part of the \$493,000 in the estimated total annual expenditures resulting from the development) These CIP numbers are presented separately to highlight the magnitude of the capital costs that would be associated with such development.

As for the net annual fiscal impact of the development that would take place under the *proposed* zoning, the *adjusted* average cost version of CRIM estimates that, after build-out, the following result would occur.

Scenario # 4

Fiscal Impact – Prop. Zoning (Unofficial Result)

Property Taxes	\$1,455,000
Other Revenues	7,142,000
Total Revenues	\$8,597,000
School Expenditures	(\$3,494,000)
County Govt. Expenditures	(1,365,000)
Total Expenditures	(\$4,859,000)
Net Annual Fiscal Impact	\$3,738,000

Please note that this figure of \$3,738,000 differs somewhat from the \$3,737,000 listed in the CRIM printout. This discrepancy results from rounding errors in the model. In terms of the impact of this proposed development on the County of Albemarle's capital costs, CRIM estimated the outcome shown on the following page.

Scenario # 4

CIP Impact – Prop. Zoning (Unofficial Result)

Schools CF Pay-As-You-Go	(\$0)
Schools CF Debt Service	(\$1,274,000)
Total Schools CIP Impact	(\$1,274,000)
County CF Pay-As-You-Go	(\$0)
County CF Debt Service	(\$0)
Total Cty. Govt. CIP Impact	(\$0)
Net Annual CIP Impact	(\$1,274,000)

Again, these CIP numbers are included in the total annual expenditures of \$4,859,000 shown previously, and are presented separately to illustrate the relative magnitude of capital costs.

The numbers generated by the two *unofficial* scenarios that I ran indicate that, if the County approves ZMA 01-07, the *differential net annual fiscal impact* would be \$3,738,000 – \$169,000 = \$3,569,000. This number means that, annually, the County would be \$3,569,000 *better off* approving ZMA 01-07 than denying the proposal.

Notes: (1) Although my *unofficial* analysis suggests that the approval of ZMA 01-07 would result in a positive differential net annual fiscal impact on the County, this fact alone does not necessarily mean, from a fiscal impact viewpoint, that ZMA 01-07 should be approved, since the *total mix* of development taking place in Albemarle County in any given year might generate a negative revenue outcome; and (2) When deciding whether or not to approve a proposed development, Albemarle should take into consideration a number of issues other than just the project's fiscal impact. These issues include, but are not necessarily limited to, affordable housing, transportation impacts, and general environmental well-being.

SAA/saa

Budget Summary -- Current Zoning (Official Result, Using Standard CRIM Assumptions)

	Year =>									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
(Values in \$000's)										
REVENUES										
PROP TAXES										
Residential Real	\$80	\$80	\$80	\$80	\$80	\$80	\$80	\$80	\$80	\$80
Nonresidential Real	\$45	\$45	\$45	\$45	\$45	\$45	\$45	\$45	\$45	\$45
Res Personal Prop	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Nonres Personal Prop	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other (Agricultural)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal:	\$125	\$125	\$125	\$125	\$125	\$125	\$125	\$125	\$125	\$125
OTHER										
1 Public Service Tax	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4
2 Pers Prop Tax-Resid	\$61	\$61	\$61	\$61	\$61	\$61	\$61	\$61	\$61	\$61
3 Pers Prop Tax-Nonres	\$126	\$126	\$126	\$126	\$126	\$126	\$126	\$126	\$126	\$126
4 Mach & Tools Tax	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52
5 Sales & Use Tax	\$69	\$69	\$69	\$69	\$69	\$69	\$69	\$69	\$69	\$69
6 Cons Util Tax-Resid	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12
7 Cons Util Tax-Nonres	\$58	\$58	\$58	\$58	\$58	\$58	\$58	\$58	\$58	\$58
8 BPOL Taxes	\$34	\$34	\$34	\$34	\$34	\$34	\$34	\$34	\$34	\$34
9 Util Co Licenses	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4
10 Motor Vehicle Licenses	\$5	\$5	\$5	\$5	\$5	\$5	\$5	\$5	\$5	\$5
11 Permits & Fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
12 Fines & Forfeitures	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
13 Charges for Services	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
14 State Aid	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7	\$7
15 Categorical Aid - Federal	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
16 Hotel/Motel Room Tax	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4
17 Delinquent RE/Penalties	\$14	\$14	\$14	\$14	\$14	\$14	\$14	\$14	\$14	\$14
18 State Aid to Schools	\$100	\$100	\$100	\$100	\$100	\$100	\$100	\$100	\$100	\$100
19 Meals Tax	\$29	\$29	\$29	\$29	\$29	\$29	\$29	\$29	\$29	\$29
20 ANNUAL REVENUES	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
21 SF Detached	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12
22 SF Attached/TH	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
23 Multifamily	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2
24 Mobile Homes	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
Subtotal:	\$599	\$599	\$599	\$599	\$599	\$599	\$599	\$599	\$599	\$599
Other Revenues										
TOTAL ADDITIONAL ANNUAL REVENUES:	\$724	\$724	\$724	\$724	\$724	\$724	\$724	\$724	\$724	\$724
EXPENSES										
SCHOOLS										
Operating Costs	\$169	\$169	\$169	\$169	\$169	\$169	\$169	\$169	\$169	\$169
Staff Costs	\$132	\$132	\$132	\$132	\$132	\$132	\$132	\$132	\$132	\$132
CF Pay-As-You-Go	\$41	\$41	\$41	\$41	\$41	\$41	\$41	\$41	\$41	\$41
CF Debt Service	\$174	\$174	\$174	\$174	\$174	\$174	\$174	\$174	\$174	\$174
SUBTOTAL, SCHOOLS	\$515	\$515	\$515	\$515	\$515	\$515	\$515	\$515	\$515	\$515
COUNTY GOVT										
Operating Costs	\$131	\$131	\$131	\$131	\$131	\$131	\$131	\$131	\$131	\$131
Staff Costs	\$55	\$55	\$55	\$55	\$55	\$55	\$55	\$55	\$55	\$55
CF Pay-As-You-Go	\$231	\$231	\$231	\$231	\$231	\$231	\$231	\$231	\$231	\$231
CF Debt Service	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
SUBTOTAL, COUNTY	\$417	\$417	\$417	\$417	\$417	\$417	\$417	\$417	\$417	\$417
TOTAL ADDITIONAL ANNUAL COSTS:	\$933	\$933	\$933	\$933	\$933	\$933	\$933	\$933	\$933	\$933
NET FISCAL IMPACT										
Annual	(\$208)	\$61	\$61	\$61	\$61	\$61	\$61	\$61	\$61	\$61
Cumulative	(\$208)	(\$147)	(\$86)	(\$25)	\$36	\$97	\$158	\$219	\$280	\$341

ATTACHMENT N

Year 2003

Residential Real
Nonresidential Real
Res Personal Prop
Nonres Personal Prop
Other (Agricultural)

44

Budget Summary -- Current Zoning (Unofficial Result, Using Adjusted Pupil & Population Gen. Factors)

(Values in \$000's)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Year =>	1	2	3	4	5	6	7	8	9	10	
REVENUES											
PROP TAXES											
Residential Real	\$80	\$80	\$80	\$80	\$80	\$80	\$80	\$80	\$80	\$80	\$80
Nonresidential Real	\$45	\$45	\$45	\$45	\$45	\$45	\$45	\$45	\$45	\$45	\$45
Res Personal Prop	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Nonres Personal Prop	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other (Agricultural)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal:	\$125	\$125	\$125	\$125	\$125	\$125	\$125	\$125	\$125	\$125	\$125
OTHER											
1 Public Service Tax	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4
2 Pers Prop Tax-Resid	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50
3 Pers Prop Tax-Nonres	\$126	\$126	\$126	\$126	\$126	\$126	\$126	\$126	\$126	\$126	\$126
4 Mach & Tools Tax	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52
5 Sales & Use Tax	\$69	\$69	\$69	\$69	\$69	\$69	\$69	\$69	\$69	\$69	\$69
6 Cons Util Tax-Resid	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12
7 Cons Util Tax-Nonres	\$58	\$58	\$58	\$58	\$58	\$58	\$58	\$58	\$58	\$58	\$58
8 BPOL Taxes	\$34	\$34	\$34	\$34	\$34	\$34	\$34	\$34	\$34	\$34	\$34
9 Util Co Licenses	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4
10 Motor Vehicle Licenses	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4
11 Permits & Fees	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
12 Fines & Forfeitures	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
13 Charges for Services	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
14 State Aid	\$6	\$6	\$6	\$6	\$6	\$6	\$6	\$6	\$6	\$6	\$6
15 Categorical Aid - Federal	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
16 Hotel/Motel Room Tax	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4	\$4
17 Delinquent RE/Psalities	\$14	\$14	\$14	\$14	\$14	\$14	\$14	\$14	\$14	\$14	\$14
18 State Aid to Schools	\$71	\$71	\$71	\$71	\$71	\$71	\$71	\$71	\$71	\$71	\$71
19 Meals Tax	\$28	\$28	\$28	\$28	\$28	\$28	\$28	\$28	\$28	\$28	\$28
20 ANNUAL REVENUES	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
21 SF Detached	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12	\$12
22 SF Attached/TH	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
23 Multifamily	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2
24 Mobile Homes	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1	\$1
Subtotal:	\$553	\$537	\$537	\$537	\$537	\$537	\$537	\$537	\$537	\$537	\$537
Other Revenues											
TOTAL ADDITIONAL ANNUAL REVENUES:	\$678	\$662	\$662	\$662	\$662	\$662	\$662	\$662	\$662	\$662	\$662
EXPENSES											
SCHOOLS											
Operating Costs	\$120	\$120	\$120	\$120	\$120	\$120	\$120	\$120	\$120	\$120	\$120
Staff Costs	\$92	\$92	\$92	\$92	\$92	\$92	\$92	\$92	\$92	\$92	\$92
CF Pay-As-You-Go	\$29	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
CF Debt Service	\$124	\$124	\$124	\$124	\$124	\$124	\$124	\$124	\$124	\$124	\$124
SUBTOTAL, SCHOOLS	\$364	\$335	\$335	\$335	\$335	\$335	\$335	\$335	\$335	\$335	\$335
COUNTY GOVT.											
Operating Costs	\$119	\$106	\$106	\$106	\$106	\$106	\$106	\$106	\$106	\$106	\$106
Staff Costs	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52	\$52
CF Pay-As-You-Go	\$214	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
CF Debt Service	\$385	\$158	\$158	\$158	\$158	\$158	\$158	\$158	\$158	\$158	\$158
SUBTOTAL, COUNTY	\$749	\$493	\$493	\$493	\$493	\$493	\$493	\$493	\$493	\$493	\$493
TOTAL ADDITIONAL ANNUAL COSTS:											
NET FISCAL IMPACT											
Annual	(\$71)	\$169	\$169	\$169	\$169	\$169	\$169	\$169	\$169	\$169	\$169
Cumulative	(\$71)	\$96	\$268	\$437	\$606	\$775	\$944	\$1,113	\$1,282	\$1,452	\$1,452

ATTACHMENT N

Budget Summary -- Proposed Zoning (Unofficial Result, Using Adjusted Pupil & Population Gen. Factors)

Year => 2003

(Values in \$000's)

	1	2	3	4	5	6	7	8	9	10
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
REVENUES										
PROP										
TAXES										
Residential Real	\$872	\$872	\$872	\$872	\$872	\$872	\$872	\$872	\$872	\$872
Nonresidential Real	\$583	\$583	\$583	\$583	\$583	\$583	\$583	\$583	\$583	\$583
Res Personal Prop	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Nonres Personal Prop	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other (Agricultural)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal:	\$1,455	\$1,455	\$1,455	\$1,455	\$1,455	\$1,455	\$1,455	\$1,455	\$1,455	\$1,455
OTHER										
1 Public Service Tax	\$26	\$26	\$26	\$26	\$26	\$26	\$26	\$26	\$26	\$26
2 Pers Prop Tax-Resid	\$649	\$649	\$649	\$649	\$649	\$649	\$649	\$649	\$649	\$649
3 Pers Prop Tax-Nonres	\$641	\$641	\$641	\$641	\$641	\$641	\$641	\$641	\$641	\$641
4 Mach & Tools Tax	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
5 Sales & Use Tax	\$2,770	\$2,770	\$2,770	\$2,770	\$2,770	\$2,770	\$2,770	\$2,770	\$2,770	\$2,770
6 Cons Util Tax-Resid	\$183	\$183	\$183	\$183	\$183	\$183	\$183	\$183	\$183	\$183
7 Cons Util Tax-Nonres	\$296	\$296	\$296	\$296	\$296	\$296	\$296	\$296	\$296	\$296
8 BPOL Taxes	\$1,360	\$1,360	\$1,360	\$1,360	\$1,360	\$1,360	\$1,360	\$1,360	\$1,360	\$1,360
9 Util Co Licenses	\$28	\$28	\$28	\$28	\$28	\$28	\$28	\$28	\$28	\$28
10 Motor Vehicle Licenses	\$53	\$53	\$53	\$53	\$53	\$53	\$53	\$53	\$53	\$53
11 Permits & Fees	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2	\$2
12 Fines & Forfeitures	\$8	\$8	\$8	\$8	\$8	\$8	\$8	\$8	\$8	\$8
13 Charges for Services	\$9	\$9	\$9	\$9	\$9	\$9	\$9	\$9	\$9	\$9
14 State Aid	\$72	\$72	\$72	\$72	\$72	\$72	\$72	\$72	\$72	\$72
15 Categorical Aid - Federal	\$6	\$6	\$6	\$6	\$6	\$6	\$6	\$6	\$6	\$6
16 Hotel/Motel Room Tax	\$27	\$27	\$27	\$27	\$27	\$27	\$27	\$27	\$27	\$27
17 Delinquent RE/Pealties	\$92	\$92	\$92	\$92	\$92	\$92	\$92	\$92	\$92	\$92
18 State Aid to Schools	\$731	\$731	\$731	\$731	\$731	\$731	\$731	\$731	\$731	\$731
19 Meals Tax	\$188	\$188	\$188	\$188	\$188	\$188	\$188	\$188	\$188	\$188
20 ANNUAL REVENUES	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
21 SF Detached	\$63	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
22 SF Attached/TH	\$44	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
23 Multifamily	\$66	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
24 Mobile Homes	\$5	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal:	\$7,320	\$7,142	\$7,142	\$7,142	\$7,142	\$7,142	\$7,142	\$7,142	\$7,142	\$7,142
Other Revenues										
TOTAL ADDITIONAL ANNUAL REVENUES:	\$8,775	\$8,597	\$8,597	\$8,597	\$8,597	\$8,597	\$8,597	\$8,597	\$8,597	\$8,597
EXPENSES										
SCHOOLS										
Operating Costs	\$1,227	\$1,227	\$1,227	\$1,227	\$1,227	\$1,227	\$1,227	\$1,227	\$1,227	\$1,227
Staff Costs	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992
CF Pay-As-You-Go	\$300	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
CF Debt Service	\$1,274	\$1,274	\$1,274	\$1,274	\$1,274	\$1,274	\$1,274	\$1,274	\$1,274	\$1,274
SUBTOTAL, SCHOOLS	\$3,794	\$3,494	\$3,494	\$3,494	\$3,494	\$3,494	\$3,494	\$3,494	\$3,494	\$3,494
COUNTY GOVT.										
Operating Costs	\$1,205	\$1,008	\$1,008	\$1,008	\$1,008	\$1,008	\$1,008	\$1,008	\$1,008	\$1,008
Staff Costs	\$357	\$357	\$357	\$357	\$357	\$357	\$357	\$357	\$357	\$357
CF Pay-As-You-Go	\$1,719	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
CF Debt Service	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
SUBTOTAL, COUNTY	\$3,281	\$1,365	\$1,365	\$1,365	\$1,365	\$1,365	\$1,365	\$1,365	\$1,365	\$1,365
TOTAL ADDITIONAL ANNUAL COSTS:	\$7,075	\$4,859	\$4,859	\$4,859	\$4,859	\$4,859	\$4,859	\$4,859	\$4,859	\$4,859
NET FISCAL IMPACT										
Annual	\$1,700	\$3,737	\$3,737	\$3,737	\$3,737	\$3,737	\$3,737	\$3,737	\$3,737	\$3,737
Cumulative	\$1,700	\$5,437	\$9,175	\$12,912	\$16,650	\$20,387	\$24,125	\$27,862	\$31,600	\$35,337

ZMA-01-07 Albemarle Place (Sign #43, 57, 66) – Request to rezone 63.7 acres from HC (Highway Commercial) and LI (Light Industry) to NMD (Neighborhood Model District) to allow a 1.8 million square foot mixed-use development. The properties, described as Tax Map 61W, Section 3, Parcels 19A, 19B, 23, and 24, are located in the Jack Jouett Magisterial District at the corner of Rt. 743 (Hydraulic Road) and Route 29 North. The Comprehensive Plan designates this property as Regional Service in Neighborhood 1. (Michael Barnes)

Mr. Barnes summarized the staff report. The applicant submitted both the rezoning and the comprehensive plan amendment applications back in April 2001. The Board approved the comprehensive plan amendment in December of last year. The applicant resubmitted the rezoning application last April. The applicant has provided an application plan that meets most of the principles of the comprehensive plan amendment, which is in your packet, as well as the Neighborhood Model principles. The comprehensive plan map is located behind Mr. Finley and represents the ground floor and the application plan map represents the upper floors of the project. The project is a pedestrian friendly mixed-use project that mixes the use both vertically and horizontally. About 4/5 of the project's parking is located in structured garages. It provides a series of interconnections with adjacent parcels and this will allow for the eventual expansion of the bridge network that is already found in the project. The other major streets surround the Hydraulic Block, which is defined by Hydraulic Road on the south, Commonwealth Drive, Greenbrier Drive to the north and Route 29. The major features of the project include a 121-room hotel, restaurants, multi-screened cinemas, two-story department store, a series of smaller retail stores, several large single-story retail users that includes a grocery store, on-street and structured parking, public open spaces and between 700 to 800 residential units. However, you may note in the Code that it is 450 dwelling units, but the applicant projects much higher than that. The majority of these residential units would be apartments provided over the top of the retail use. The applicant's application plan along with the Code of Development was received in your package that will more stringently commit the applicant to perform development that they propose. The Code gives a lot of details, which regulates and actually forms the regulations for the zoning district and they will be using it with the application plan. The Code enumerates the permitted uses by block and regulates the density and the intensity of those uses and ensures the mixture of uses within those blocks. The way that the block plan works is that there are seven blocks (A-G), which are blocked in three block groups.

The Code also regulates the built form of the project, the architecture, landscaping them along its exterior, artscape which includes things like street lighting, and street designs. Staff has grouped the project's issues into three major categories. Those were being the design regulations, which would be the Code, the proffers and the application plan, and the transportation

issues. Staff brought to the Planning Commission on June 5th for a work session several issues that related to the internal design of the project and its layout. As you will recall, they discussed a lot of things that included the design, changes from the CPA plan, the current plan on Hydraulic Road, the environmental impacts, and the cap of 70,000 square feet on a single user per floor. The Commission allowed that to go to 75,000 square feet for a two-story building. Once again, that is something that is related in the Code of Development. Staff discussed the layout in the northern third of the site. They discussed the ARB's concerns and staff passed out a handout of concerns that came from the ARB's meeting of today on this project. They were trying to have some coordination to try to incorporate those thoughts on July 10th into the Code. The Code of Development has images of buildings in it. Staff is interested in creating a built form that is successful for pedestrians and it does not create overbearing architecture and breaks up the façade and brings quality architecture, whereas the ARB is going to be concerned over the color of the bricks and other fine details. The ARB wanted to make sure that it was clearly understood that the images in the Code would not be considered proffered or something that the applicant had to follow so that they would have to come back to the ARB if they changed certain uses. At the time the project goes for site plan approval they would still have to get a Certificate of Appropriateness from the ARB. Staff wants to make sure that the Commission understands the points 3 through 6. The ARB basically was saying that they wanted diversity in the architecture and it needs to have a harmonious theme since diversity could be too much of a good thing. There were some other comments on the building materials and other things which he had already discussed with the applicant this evening of things that he thought they could accommodate in the Code without too much input and incorporate the ARB's comments.

In the staff report comments were made about the hardscape concerns that they had with some of the language in the Code. Again, relatively minor concerns that need some wordsmithing and the applicant's need to make precise locations for hardscape features such as lighting, adding benches, etc. Staff has not had a chance to actually work that out with the applicant. Staff feels that they are relatively minor and believes that they can come to an agreement on those outstanding matters in the Code.

Staff covered the interior design of the project and the regulation of the project, which was the Code and the application plan which staff was 99 percent comfortable with. The transportation issues were primarily dealt with in the proffers. The proffers sort of dealt with about five or six major areas. The first one is the interparcel connections between their property and surrounding properties. They are essentially providing interparcel connections of three to four to the Sperry site, which would complete the grid network that they have been working on getting if Sperry is ever redeveloped. The other ones extend the other streets, First, Second and Third Streets, up to Commonwealth Drive. The other ones are extensions of Cedar Hill through to the Comdial Plant and an unnamed street over to the Comdial Plant and eventually they see that extending all the way over to Greenbrier Drive. The applicant has either proffered to commit to the interparcel connections in the future or they are actually offering some money for a connection between this and Commonwealth Drive if they have some easements provided.

Mr. Rieley asked if that was controlled by the Comdial property, and Mr. Barnes agreed.

Mr. Barnes continued summarizing the staff report. He pointed out that the proffer negotiations have been extraordinarily complex. There are a lot of different concerns involved in these negotiations. The next point was signalization on Hydraulic Road at Cedar Hill and again across from the Post Office on Route 29. There have been questions about getting the right-of-ways and some right-of-way improvements that are along in front of the post office. Some of the mass will have to sit over in the City. The improvements in front of the Post Office have to be worked out. These are items that get into a higher degree of engineering and would probably take place at the time of the site plan. Some of these decisions, staff realizes that it has been pushed off into the site plan at the appropriate time for the investor to go into final engineering. Some of the concerns relate back to VDOT. There is a paragraph in the staff report that noted that VDOT is

not so sure now whether or not they want this signal here. He noted that he received an email from them today that said they wouldn't make a decision on that until the site plan. He noted that maybe after the site was put into place, then they will make the decision whether they want the stop light to go in or not. He stated that the County's point of view and he would let Mr. Graham speak to that, was that we support the signal and see it as a way of diffusing the traffic as you move northbound on Route 29 and turn left into the site. There is one at Greenbrier, in here and at Hydraulic Road. He pointed out that staff was waiting for VDOT to make their determinations on that.

The next area that they had been discussing with the applicant was the long-range solution of the traffic in this area. One is the funding. The other component of it is the suggested improvements that are coming out of the MPO Task Force for Route 29. The monetary ones the applicant is proffering to just make a CDA for the commercial properties. There is some confusion and some clarity that still needs to be worked out between the County Attorney's Office and the applicant's proffer and exactly how that can be done. Basically the CDA taxes a parcel or parcels and in the Hollymead one the Board more or less was targeting the commercial one. The question is if you have a parcel that has mixed verticals and try to tax that parcel just on its commercial and not the residential portions, how do you do that. That is some of the legal stuff that they need to work through, which has been slow in being resolved. Staff does not know at what point that they could get the Planning Commission's input or if it is necessary for their input on the more technical aspects like that.

Then the applicants must provide a contribution on a per unit basis for their residential use for long-term road improvements and/or other capital improvements such as improvements to green spaces or purchase of green spaces. He noted that was \$2,000 per unit. At the low end range of 450 units would be about \$900,000. He stated that the high range was about 1.6 million. Those monies, the CDA and the residential one, would go towards paying for a portion of these longer-range improvements. The second thing was actually providing the right-of-way. In Attachment L on page 60 of the packet you can see that the darker lines and the red lines represent Route 29 and the MPO study. The preliminary study was based on a weeklong work session. The concept design has two roundabouts with the grade intersection at the intersection of Hydraulic and Route 29 with Hydraulic Road going under and two roundabouts on either sides of Route 29. That project moves significantly into this project. The proffers are being worked on. The County out right would dedicate area A as shown in yellow, which was something that the applicant wants to put a sunset clause on it. Area B is another area that would allow for the MPO design to be put into the place. There has been considerable discussion on how that MPO design needs to be refined and that line clearly defined or potentially the MPO design will work into something else that uses less right-of-way. The purpose of the B zone (shown in blue) is that the applicant really has two choices. The first was to wait until this has been resolved, which could take a year or more, or reserve that area and once they have that nailed down, they would dedicate the remainder of Area D as necessary. He pointed out that possibly none of that area would be necessary. This would allow us some time to work on that solution.

The final thing, which he refers to as the Band-Aid solution, was for the interim improvements to keep Hydraulic Road/Route 29 functioning until they get to the final solution. Those are provided in your packet in Attachment J on page 58. In that diagram you can see in green and yellow what they were talking about as the interim solutions. The yellow portion displays what would ultimately be put in if VDOT ultimately allows the signal. The portion in green is somewhat complicated because some of them are located on the applicant's property and some are not. The ones in front of the Comdial and the Sperry plant are potentially a right-turn lane on the southbound of Route 29. There appears to be enough right-of-way to accommodate that, but it was not completely clear. A more problematic one is when you get down to the corner of Hydraulic and where the Seven-Eleven Store is located. This plan is proposing at the end of Hydraulic on the western side of that intersection another left turn lane out of Hydraulic to the northbound on Route 29 and then another right turn lane on Hydraulic. There is a question whether there is enough room there. It is something that they are trying to work through. The applicant is offering some of

the money that comes from their per unit contribution to go towards the purchase of right-of-way. That would be through condemnation that VDOT or the County would undertake to make these improvements. He noted that was a big step for the County to do something like that to condemn the land for improvements for a development. Some of the ones on the North bound lane on Route 29 are in the City and it was not clear at all whether the City is interested in those types of improvements. The ones that are on their frontage, they will provide. The ones that are not on their frontage but in the County, they will provide or perhaps the proffers will provide money for the condemnation of right-of-way for those improvements. Then the ones on the City side they will provide if the City will allow them to provide. The final set of proffers deal with a side issue here that has been before the Commission which is the impact of the Meadows neighborhood to the south. There is a list of improvements that the City thought would be necessary to help mitigate the impacts of their neighborhoods. Staff has talked with the applicant about providing a median on Hydraulic Road that would prevent through movement from the project site south into the neighborhood at Cedar Hill. The applicant has proffered \$10,000 for traffic improvements in the City to provide a combination of speed bumps and stop signs. In some respects, he thought that the City's figure came out to \$50,000. Staff was figuring that the \$10,000 plus the turning movement controls coming out of the site will meet them half way with respect to some of the other development that was going on in that neighborhood on the City side. That basically covers most of the proffers. The County staff believes that this application meets the goals set forth in the CPA and actually represents one of the stronger proposals that they have seen to date that showed the commercial, mixed use and very urbanized project to be put into place and it meets the Neighborhood Model. Staff is still working on the proffers and there is a lot of work to be done on that. The issues that need to be discussed are on the table at least and staff is working with the applicant to do that. The other concerns staff has with the Development Code are relatively minor and he thought that a lot of the wordsmithing could be nailed down. The applicant has been talking about the timetable that they are on and the time restraints that they are under. Staff is trying to work to bring the best product that they can to the County.

Mr. Rieley asked if there were any questions for Mr. Barnes.

Mr. Craddock asked if the median cut on Route 29 into the gateway was proposed or was that a stoplight.

Mr. Barnes stated that was an idea that had been pushed around. As you recall back during the CPA plan, they extended their main street straight down to Route 29 and they split the two entrances that were on the other side of the City. He pointed out that they doglegged that last bit of the road through there and lined it up with Sand Road on the other side. What that would allow for was a signal in the future, but was not being proposed at this time.

Mr. Rieley stated that the Planning District Committee showed an underpass at that location. He asked if the grades would work so that would be a possibility.

Mr. Barnes pointed out that was the next one up. There was a grade separation and a roundabout going under Route 29 and popping up.

Mr. Rieley stated that he had been corrected. He asked if there were other questions.

Mr. Thomas asked if the applicant has defined to the satisfaction of the Planning Director or has the applicant proven that the hardscape design would be adequate.

Mr. Barnes stated that on a big project like this you have a lot of input and are under a deadline. There was still internal debate from staff about how best that they could use some of the language to explain those features such as lighting and benches. They were working on setting forth guidelines so that when someone applies for a site plan they would be able to look at it and know what they are suppose to see on that plan.

Mr. Thomas asked if he felt confidently that they could adequately show that big improvement.

Mr. Barnes stated that he had not had a chance to discuss that with the applicant, but he felt that they were relatively minor in the grand scheme of things.

Mr. Loewenstein asked about the hardscape details. He asked if staff was closer to achieving that than they were at the time that the staff report was written.

Mr. Barnes stated that on page 17 of the Code, the first paragraph they were talking about a hierarchy of lighting. The direction coming out of their group was that they would not be defining exactly what a hierarchy is. He felt that they were clear in its definition. He noted that they would ask for a bare bones condition that they should meet the Albemarle County Lighting Ordinance.

Mr. Rieley asked if staff had a list of these that they could go over later. It seems that it would be helpful if they could either endorse or take issue with the staff's recommendation on these things so that they could pass them on to the Board.

Mr. Barnes stated that this was where the fork in the road comes. He suggested that the Commission view these things as minor and let staff handle them. He stated that there were things to be taken care of and then staff could bring these books and the minor things on a punch list for you to incorporate. He stated that he did not have a list of those things. Some of the items are from the ARB and include minor editing suggestions.

Mr. Rieley stated that staff has convinced him that they don't want to go there.

Mr. Finley stated that under the Regional Transportation Study, would you rather have full cash than something else.

Mr. Barnes stated that they had been working on splitting the amount into thirds with one-third coming from the local jurisdiction, one-third from the private sector and then you take that \$300,000 and split that again into three parts with one for Hollymead, one for North Pointe and one for this area. That would result in this project being \$110,000. Staff has approached the applicant with that amount and what they have offered to do is to give one-third of that in cash and the balance in design services. The study came up with a conceptual plan under Phase 1. Phase 2 will be a process when they go through and refine that even further and come up with one or two designs that they actually want to propose to be more definitive. Staff's strategy is to nail down where that definite area is by basically doing an engineering study that would define the right-of-way. That document could then be incorporated into the Comprehensive Plan using the official map enabling legislation. The applicant wants to give \$33,000 for Phase 2 study and then they will do the engineering and take that conceptual design on to the official map stage for their engineer drawings. Staff has some reservation about the applicant being the one who does the design. There are certain positives and negatives to that. Staff has said that if they were going to give some type of contributions, then why don't they make that a cash contribution.

Mr. Cilimberg stated that in reality in working with a case like this there is going to be a contract using State money. Under the State procurement requirement with a consultant for the study of this 29 Corridor, they will be able to add to that contract. He pointed out that they were trying to keep it as local as possible in terms of the control and the actual tracking. That is the effort of the Planning District and MPO now to do that in the second phase so that it is really being scoped locally to be contracted with local control, but there is going to be State money in the project of \$250,000 for the upcoming fiscal year. The monies that they will be able to add to can expand the scope of the work that is done. But adding in another consultant will not be something that is reasonable under that kind of setup.

Mr. Rieley stated that he agreed with that with the caveat that it was locally controlled and contracted.

Mr. Finley asked about the trolley because the staff report stated that a tremendous amount of work would be required by the County to establish the service. He asked if that would be in the mill some time soon.

Mr. Barnes stated that it was something that our staff, Juan Wade, Transportation Planner, was working on to try to find if there was any way that they could supplement this thing and get transit going into this area, maybe even if it was supported by the private sector. He stated that it would help circulate shoppers and reduce the traffic impact. He stated that there might not be enough interest out there, and if not then it will not go anywhere.

Mr. Cilimberg stated that ultimately it would be with CPS who already provides public transportation to provide transportation service through contracting in the County.

Mr. Finley asked about the cash proffer for capital improvements and if staff was saying that they don't want \$2,000 per building permit, but want it all up front. He asked if that was what happened at Hollymead.

Mr. Barnes stated that at Hollymead they estimated how many residential units were in there and the dollar figure was closer to \$3,000. But what they ended up doing was saying give us ½ of the funds up front now and then after that it is a pro-rata share for each unit coming for the building permit. This would take away their disincentive if they did not build out their total number of units and save in the end by not putting those in. Secondly, it enables some of that money from the front load to take care of some the impacts that are going to be generated by the project in its early phases.

Mr. Cilimberg stated that as they discussed the dollars with the two rezonings that were offering cash proffers for Hollymead Town Center Areas C & D, which were residential areas that were not to be covered by the CDA, they worked along the lines of a per unit cash proffer. Then there were questions of whether or not it was enough. What the applicants actually came up with was the idea of simply figuring out the cash that they were willing to put up for the capital improvements associated with their projects. In both cases they proffered ½ of that cash that they were willing to put up front and the other half to be paid based on the development of the units with a horizon date out there that it would be paid by. He noted that was essentially the way that was done.

Mr. Thomas asked if the per unit cost was \$3,000.

Mr. Cilimberg stated that the per unit cost could not be determined because they have not determined the exact number of units. Therefore, they essentially proffered a dollar amount and not per unit. It would depend on how many units they actually develop as to what that amount would be.

Mr. Finley stated that they wanted to proffer Area A and some of Area B and you say that you want it for ten years only. He asked if anything is going to happen within ten years.

Mr. Barnes stated that they were dealing with several different issues. The first one is how much right-of-way are they going to give you for the ultimate improvements and how much right-of-way are you going to need for your interim improvements. The Seven Eleven Store would be a factor in both cases. For an interim one, if you need to put in another left turn lane and a right turn lane around the corner, it will be tight in there. He pointed out if they moved into Seven Eleven's parking lot then they might end up having to take the whole business. That is the condemnation angle of it.

Mr. Rieley stated that was just for the short term.

Mr. Barnes stated that for the longer term one staff has discussed several options with VDOT back during the CPA process that basically involved taking Area A as the minimum area needed. Then the Route 29 fifth design comes in which called for even more area to include Area A plus Area B. Staff is not sure what that ultimately needs to be and that is why the reservation aspect comes in. Staff's comment is that what they are saying about of Area A in the proffers right now is that they are going to put a sunset clause on the dedication of only 10 years. He felt that in part that is to motivate them to move more quickly, but he felt that the prudent reading of our history locally is that we probably should reserve that portion for a little longer term. He stated that maybe Area B is a little more negotiable. This issue needs to be taken by the political leadership of the County. He stated that they were trying to be fair to the applicant. When you take that land for 20 years and don't develop it that is land that is lost for taxing and it was land involving a land use goal. He noted that it was a fine balance in that.

Mr. Rieley asked if there were other questions for staff. There being none, he opened the public hearing and asked if the applicant would like to address the Commission.

Frank Cox, of the Cox Company, stated that they were one of the master planners for this project. With us tonight is Bruce McCloud, principle partner in managing this development from the developer standpoint; Ron Ferrum, one of the principle owners; Erick Strohacker, of the firm of Renney Kemp who has been doing traffic studies and Mike Fenner, whose one responsibility has been working with the parking impact studies to share parking analysis. He stated that they wanted to comment on a few of the things that Mr. Barnes brought up. He stated that they have been working with a New York firm, White and Turner, who is their cost consultants over the last year who has helped them put this together. They feel that since they made the last resurrection of this application back in March and have gone through a handful of revisions that very few items remain left to resolve relative to the nuts and bolts on this. Mr. Barnes called him today and acknowledged that the County Attorney had another session on reviewing the proffers and there were some problems in the wording. He felt that the staff report very clearly emphasizes the spirit of what the staff has looked to us for relative to proffers and the actual content there was in substance and he would hope that they could move forward in that vein. Since they initially submitted the proffers, 6 out of 14 are brand new. The CDA participation was not on the table in March when they first started discussing this. When there was a move towards regionalism and transportation, a commitment that they thought was in hand with VDOT last year was put on a pause because VDOT was interested in having all surface transportation improvements. Then the regionalism movement came into play, which deferred the CPA approval until December. The notions towards proper regional transportation leaned towards the idea of having split grade interchanges at various spots up and down Route 29. The initial proffer reflected a contribution in cash of \$2,000 a unit that could be used for that purpose. They took the at-grade improvements off the table when they met with the staff about 2-1/2 weeks ago. Mr. Cillimberg brought the at grade improvements back into the scenario. There is no assurance from anyone that they have spoken to that a regional solution can be arrived at within a reasonable point in time. There is a very reflective and proper recognition that certain at grade improvements are needed now. They have added back those interim at grade improvements that they were initially talking to VDOT about as being profferable items sixteen months ago. They include not only frontage improvements on the Albemarle Place project, but also off-site improvements that as Mr. Barnes properly pointed out that some of them are in the City of Charlottesville. Speaking just briefly to the right-of-way reservation dedication, those proffers are made with some degree of trepidation. They have to take out of commission a property that is valued at roughly a million and half-dollars just to reserve it. The A areas of the piece of property would be needed for a reasonable grade separated interchange at that location, and they have explored three or four options as to how that might work. He noted that he has gone through a very detailed grading analysis to assure them that it could work. Then along came the MPO roundabout proposal and they were advised that they should not bring that into major contention with you. He stated that they were opposing it as much as it would continue to delay the deliberations. So with great reluctance they were proposing a reservation of that B area. What they have introduced into the proffer is the \$100,000 shared cash and in kind contribution, \$33,000 of which would go to the MPO study that is being

scoped right now. Then \$67,000 of it would go to an owner provided effort that would assure us that in fact that our site with a proper right-of-way for a regional interchange at that location could in fact work with the proposal for an interchange. He stated that he has talked with very few people who knew anything about transportation that will put their thumbprint on the double roundabout idea, although they don't feel that either at the County or the VDOT level that anyone is in the position to reject that now. What they were in a catch-22 on is that the land that they were reserving has high economic value to it. They would like to work as heartily as they can in concert with the MPO study to which they will contribute \$33,000 in cash. But it was going to take about a \$70,000 project to ascertain the grading and the utilities and the precise right-of-way alignment, which would be sufficient to compliment that study. That would allow you to in fact adopt an official map to take the actual right-of-way that would be required to implement that interchange. At some point in time or another somebody has to grab the right-of-way. What they were proposing was that they would work parallel with and adjunct to the MPO study as they attempt to refine their design for this interchange and whatever else they were intending to do. But our level of confidence based on what they have seen produced to date by the MPO and what they have tried to carefully analysis in an unbiased way that they could do it, which was not totally unbiased. He stated that he has little confidence that their study will be scoped to give you the right-of-way to adopt an official map for what you need in the County to compliment what the City needs to take and adopt on the City side. He stated that was the reason for the unkind piece. They were doing it to protect themselves and also to accelerate the process of us all understanding the particular land that is going to be needed for the improvement. Obviously, they would like to get affirmation from those who will not speak in public as to the unfeasibility of the MPO proposal that is over your left shoulder, but he thought during that process that it could be done. He felt that their proffers were thorough. During the next period of work sessions as they move on towards the affirmation from the Board, he hoped that the issue of hardscape was one that their cost consultants have put a number on. They have about 2 1/2 million dollars in benches and specialty street lighting, specialty pavers, gazebos and fountains and things of that sort that are already in our project budget. They have worked through a number of value engineering efforts as they have gone along. In as much that they have not been totally successful in coming up with a definition in a numerical quantification of what hardscape is for a proffer, he could assure you that the applicant and the applicant's architects understand the importance of hardscape in a new urbanism proposal. They like the idea of being able to participate in a CDA. He encouraged the Commission to move this forward to the Board so that they would have the opportunity to begin the project in early spring.

Mr. Rieley asked if there were any questions for Mr. Cox. There being none, he asked that Kay Slaughter come forward to speak.

Kay Slaughter, representative for the Southern Environmental Law Center, commended staff and the applicant for the work that has been done on this project and the applicant's willingness to be part of the solution to some of the transportation problems. Our biggest concern, however, remains that there are so many projects occurring along Route 29 North that you are looking at them separately, but cumulatively there are a lot of impacts. Without Albemarle Place, the intersection at Hydraulic/250 and Hydraulic/29 are going to experience unsatisfactory levels of service by 2006. With the improvements proffered in # 7 and # 8, the intersection is still going to fail in the level of service. They are concerned that the traffic modeling does not consider the "downstream" impacts of the recently approved Hollymead Town Center and North Pointe now under consideration. Much of the interconnectedness of the grid system within Albemarle Place, while commendable, will depend on future development of the Comdial site and the redevelopment of Commonwealth Avenue in order to make the connections. But to help with the transportation problems, we recommend that the Planning Commission make several changes to the proffers and the reports before moving this rezoning to the Board of Supervisors. First, they would recommend that the proffers specifically state that any light or median cut at Fourth Street, if approved by VDOT, be temporary until a connection at Seminole Square light could be made in the future. Because of the increased transit can help mitigate traffic impacts, the proffer for a shuttle service is especially commendable. As Mr. Finley noted and the staff advised, the County

would need to do a significant amount of work to establish the service. They would recommend that the Planning Commission ask that information on the total cost of the shuttle be part of the report to the Supervisors, and she was sure that CTS could provide this. A related issue is whether not bus and transit centers and parking for such would be provided within the site. They applaud Albemarle Place for its agreement to contribute to the MPO Task Force Study of Hydraulic/29/250 bypass. However, they agree with the staff and Mr. Finley's question that the larger cash proffer of \$100,000 to this body should be included instead of the in-kind services. Likewise, they appreciate the proffer of the land for the intersection right-of-way, but agree with the staff recommendation that the requirement of construction within ten years be struck. Hopefully the project will be constructed within this time. They remain concerned that no mitigation has been identified for the elimination of the two head water streams of the Meadow Creek which runs through a residential neighborhood and into the Rivanna. Although the project is before the Corps of Engineers and DEQ, they are likely to require only monetary contributions to a fund that will not be spent in the watersheds of Meadow Creek or Rivanna. The County's fiscal analysis ought to be amended to reflect all the costs of the project to the County, including storm water impacts, transportation costs, study and construction of intersection improvements at 29/Hydraulic and Hydraulic/250 and capital/operating costs for a shuttle service.

Mr. Rieley asked if there were any questions for Ms. Slaughter. He asked if anyone else would like to address this application.

Dale Chadwick, resident of 101 Ingiewood Court, stated that he lived just south of the project in the County. He stated that he had great concern that they were talking about the possibility of ten years of bad roads in his neighborhood in trying to get out onto Hydraulic and Route 29. He hoped that the Commission would take strong consideration to make sure that the transportation issue there is resolved before you approve this project.

Mr. Rieley asked if anyone else would like to address this application. There being none, he closed the public hearing to bring the matter back to the Commission.

Mr. Kamptner stated that before the Commission starts discussing this, he did not know if Mr. Graham would like to speak, but they did spend some time working on the proffers today. He stated that it might be helpful to tell you where they were. He pointed out that the proffers were in the staff report beginning on page 29. Beginning with proffer # 2 with respect to the community development authority, the most substantive change that they would like to see happen to that would be that the scope of the CDA that they are proffering would be expanded so that it would include, but not be limited to, the area of Route 29 between Greenbrier Drive and the by-pass. As you may recall the Hollymead Town Center proffers allowed for more than just the linear improvements right along Route 29, but expanded outward into more of regional approach. They also recommend that the last paragraph of proffer # 2 be deleted since that was not a proffer. He asked that the last sentence in the second paragraph be stricken since it limits the CDA's application only to commercial parcels. That will ultimately be a decision of the Board as to which properties are ultimately included in the Community Development Authority. For proffer # 3, it was their recommendation that the inkind services be stricken from the proffer. They have several concerns. One is simply that cash is more appropriate in lieu of the services because of the procurement requirement that exists under State law. Also they don't think that these kinds of services are actually a proffer. The applicant is free to submit a proposal for an official map and have staff consider it. But for the applicant to step into the shoes of the County's consultants, they feel that there needs to be some separation between who is providing the services. With respect to proffer # 4 dealing with the City's traffic calming measures, there has been some discussion about the amount. He noted that he would not discuss that, but that the language itself leaves it open that the design cost could exceed \$10,000 and that would satisfy the proffer without any traffic calming measures being put into place. He pointed out that their recommendation would be a simpler proffer of cash to the City to be applied for traffic calming measures in a designated area. If the City does not use the money within a reasonable period of time, ten years or whatever, the money would be returned to the owners. The jitney service really just needs some

language changes. What they were really looking at was up to \$20,000 per year or 20 percent of jitney service's operating costs not to exceed \$20,000 a year for a five year period. They were still working out when that period would start and understanding the significance of this January 1, 2007 date. With respect to proffer # 6, there were a couple of things that they wanted to point out. First, this was different than the areas in Hollymead Town Center where they proffered lump sum cash payment with one-half of the amount up front with one-half being paid on a more pro-rated basis as the final site plans were approved. The other difference was that the value of this cash proffer can go away, as the applicant has noted, depending upon the amount that is needed to require off-site right-of-way. It may be that the expenses that may be incurred in proffer # 8 will make this proffer completely go away. The other thing was that this proffer has no escalator clause for inflation as the years go by. Proffer # 7 needs some wordsmithing in the first paragraph that they could work out. The second paragraph there had some uncertainty as to whether or not this needs to be proffered or if it is a proffer. Does the County care when their plans are actually submitted. Proffer # 8 is probably the one that is most unresolved in understanding how it was going to work. One way that the County looks at it was if this was obligating the County to acquire this off-site right-of-way, which greatly exceeds \$500,000. The \$500,000 was just for the land acquisition and there was nothing that addresses the engineering design, attorney's fees and whether or not the Board wants to do that. The Board's policy up until now was that they don't aggressively pursue condemnation of land.

Mr. Rieley asked if staff has an opinion about what they number should be?

Mr. Kamptner stated that the County Attorney's Office does not.

Mr. Graham, Director of Engineering, stated that the bottom line answer is that they don't. Staff has debated and talked about it quite a bit. The issue is that they were really trying to find equity with the other major rezonings that have been going through with Hollymead being the first. What they have done in that case was that the off-site improvements that had to be provided were given by the applicant without any stipulation about reimbursement through the offers that they have made on the per unit residential. It really was a question of are we really providing equity between these developers, which was something that they always seemed to get concerned about. The applicants were concerned if A was getting ahead of B or getting a market advantage. Therefore, staff was really trying to take that interest to heart to make sure that these things are being fairly consistent as they go through from development to development.

Mr. Rieley asked if there was a parallel at Hollymead in which off-site land had to be acquired.

Mr. Graham stated that it did not appear that off-site land had to be acquired for Hollymead, but it was still questionable whether off-site land needs to be acquired for this one. The one situation that they were struggling with the most is the Seven-Eleven Store located on the corner. There was an extensive meeting in Culpeper a week ago Friday with VDOT. It appears that down in front of the Comdial and the Sperry property that they were probably okay and can probably fit things in. Across the street in the City there are some City's properties in front of the Import Car Store and along Route 29 where there was some question on whether those improvements were really necessary. Those improvements would be appropriate and help address the traffic impacts. Then the question becomes what happens because the County has no rights of condemnation there because it is in the City and what happens if the City chooses not to exercise its rights of condemnation. Staff does not want to put this applicant in the position where they have a proffer that says that they have to do something that would be nice to have, but it was not absolutely essential and then have their hands tied.

Mr. Rieley stated that the big issue was the double left at the Seven-Eleven Store.

Mr. Graham pointed out that staff was still working with VDOT because there are a number of alternatives being considered. He pointed out that these issues might not all get worked out until they get into the site plan process to find what the ultimate short-term solution was going to be.

Mr. Rieley asked how you could draft the proffers at the rezoning level when you don't have enough details.

Mr. Graham stated that he did not think that you could to be honest. He stated that was one of the things that they were proffering was the improvements that need to take place. If there was a need to condemn land, then that was something that would have to be worked out. He pointed out that Mr. Kamptner could correct him, but he had seen nothing here that obligates the Board to condemn land.

Mr. Kamptner stated that all of the off-site improvements are tied to the County doing certain things and part of that could be addressed by revising the language of the proffer.

Mr. Graham pointed out that there was still a lot to be worked out in that regard.

Mr. Edgerton stated that Mr. Graham mentioned that there might not be a need to acquire land because of the uncertainty of this transportation resolution. He pointed out there were several connections proposed that would require the acquisition of land or an easement across that land. One of those proposed connections went through the Comdial property. In addition, there were as many as three connections proposed going up to Commonwealth Drive, which would probably include taking out a few of those residential units. As he reads the proffers, the applicant is willing to work with the County on that as long as it does not cost them anything. He pointed out that the only way to do that would be through condemnation, which would cost the County something unless he was mistaken.

Mr. Barnes stated that there was certainly a lot of condemnation that may or may not have to happen at the corner of Route 29/Hydraulic Road. That corner has always been the hot spot. The townhomes that are along Commonwealth Drive would be opening up the possibilities in the future if that redeveloped. He stated that he did not think anybody sees those being punched through at this time, but it was a redevelopment opportunity. Regarding the proposed connections at the Comdial Plant, they have a rezoning application in for that property now. Therefore, that option may be feasible.

Mr. Edgerton stated that he would hate for the County to be in a position to have to negotiate with the developer of that property to grant this easement because we were counting on that easement being granted. He pointed out that he was specifically speaking about the one going from the northwest corner to Commonwealth Drive that has been there all along.

Mr. Barnes stated that there was no doubt that on one level they were trying to get all of this infill development tied together, which was not the neatest thing to do. He stated that Mr. Edgerton was correct that the applicant has made a proffer that says that they will build a two-lane road and provide a sidewalk on the south side of that if they have the easement.

Mr. Edgerton stated that he was surprised to find out that the applicant did not have that easement when the owner of Comdial came in and told them. He noted that the applicant has been assuring the Commission all along that the connection was going to be made.

Mr. Cox stated that he did not know where he got that information because it was certainly not true.

Mr. Rieley asked if there were other changes for Mr. Graham.

Mr. Graham asked if they would like to continue on with the proffers.

Mr. Rieley stated that they would.

Mr. Kamptner stated that for proffer # 9 there was one other solution, but the uncertainty of what was going to happen at Area A might be that the applicant simply reserves all of that land. That would allow them to continue to maintain it and to do certain things. The dedication would be upon the request of the County at a certain time if the plans were specific enough for a dedication to be requested.

Mr. Rieley asked if that would be for A plus B.

Mr. Barnes stated that it would be just for A straight out.

Mr. Kamptner stated that it would be A or A plus B.

Mr. Barnes stated that he thought what Mr. Kamptner was trying to say was that it was on A. He stated let's say that the developer says that he was just going to reserve it until such time in the future that they want to take the land and have it. In the meantime they could put a temporary parking lot on there or have it as green space and maintain it. That is one of the items being discussed among the many here.

Mr. Rieley stated that clearly the MPO proposal requires B as well as A.

Mr. Barnes agreed.

Mr. Rieley stated that the only public plan that they had on record was the one that they should use as a model.

Mr. Barnes pointed out that was kind of where their logic stands right now with the A and the B portion of it. He noted that he had tried to stay focused on the bigger issues here.

Mr. Kamptner stated that proffer # 10 had some similar issues that he would not go into because they were more language related. He asked Mr. Graham if he had any comments about proffer # 11.

Mr. Graham stated no because he thought that they could live with that one.

Mr. Kamptner pointed out that there was just some language changes.

Mr. Rieley asked if there were just some minor language changes in proffer # 10.

Mr. Kamptner stated that was correct.

Mr. Graham stated that the one thing that they had said about proffer # 12 was that both the County Attorney and staff was saying that they would like to strike the designation that it was necessarily a private facility since it might very well be public. He noted that they did not see a need or an appropriateness to limit us to it being only a private connection at this point.

Mr. Cilimberg stated that regarding proffer # 12 from the staff's standpoint, they had looked at that as an opportunity where there would be a contribution towards a connection. They had not anticipated that connection was a given. It was not in the same status as the improvements that they felt needed to be proffered along Hydraulic and Route 29 as part of the development of this project. That is from the staff's standpoint, but there may be other Commissioners that may have understood it differently.

Mr. Rieley stated that the current staff recommendation was to strike private and otherwise that stands.

Mr. Graham stated that was correct.

Mr. Kamptner stated that the second paragraph of proffer # 12 just needs to be nailed down as to who does what and when dealing with these various acts and the deadlines that are in place. He pointed out that those could be worked out. He asked Mr. Graham if he had any comments on proffer # 13.

Mr. Graham stated that proffer # 13 was okay with them since it was just sort of a long range wish list item that they would like to have the ability to make a connection there if the opportunity arises in the future.

Mr. Kamptner stated that they recommended that proffer # 14 be deleted.

Mr. Graham pointed out that was an issue to be resolved at the time the site plan or subdivision. If the applicant came in for private streets, then staff could handle that through conditions of upgrading the private streets.

Mr. Cilimberg stated that the reality is that was a decision that you make and was not a proffer.

Mr. Rieley stated that he would like to ask a question that may be a site plan level question or it may be something that they should go on record about at this stage. In looking at the plans it is hard to tell what the grades are, but it looked like in a couple of places there might have to be some really substantial retaining walls. He asked if that was something that they can address later because he was concerned about it both on the aesthetic grounds and on the grounds of safety. He pointed out that it looked like there were places like at Monticello High School where they required a huge grade change. He suggested that it be tiered retaining walls. He asked if there was a regulation that covers that so that he does not need to worry about it. He asked if it was something that could be dealt with at the site plan level or is it something that they should on record about now.

Mr. Graham stated that the retaining walls were something that they could definitely handle at the site plan level since they have standing policies on that to handle all of the safety issues.

Mr. Barnes asked to pick up on that point a little bit. He pointed out that was something that they have been pushing with the applicant for a long time. In the Code of Development there is a grading plan right after page 26 which was very small and hard to read. He pointed out that there were some big retaining walls in there. The biggest retaining wall in there was at the southwestern corner of Hydraulic and backed up to the Village Green Shopping Center. There was a significant grade change coming up Route 29 and moving along Hydraulic. He pointed out that Hydraulic was even steeper in that portion back there after Inglewood Drive. With the big building footprints and the grades being stepped up as you move back on the site, by the time you get there you have a 30-foot retaining wall. He noted that it was not visible from the road because it was facing away from the road and dropping away from it.

Mr. Rieley stated that it retains only on the down side.

Mr. Barnes stated that they could landscape the backside of it.

Mr. Graham stated that it was essentially a hidden wall.

Mr. Barnes pointed out that you would be able to see it from the parking lot behind the movie theatre that was on the second floor.

Mr. Rieley stated that the retaining wall would turn the corner along the Greenbrier side and go behind the shopping center.

Mr. Barnes stated that the retaining wall would have a visual impact and that the Commission's guidance would be appreciated.

Mr. Rieley stated that he did not think it was a killer issue, but he felt that it was something that he would not like their action tonight to preclude further work on that to make it better.

Mr. Graham stated that the comparable site that he thought of was the site some of the Commissioners saw in West Palm Beach at the backside of the grocery store where they had tucked the grocery store parking in. He felt that it would be somewhat similar to that situation. Personally, he felt that one worked fairly well. He noted that it was not that the people driving down the street are looking at a 30-foot wall staring them in the face since he felt that it was the opposite.

Mr. Barnes pointed out that there were other retaining walls located on this site that were facing away from the townhouses as well as in other locations, which was why staff has been working with that language. He stated that the townhouses would be looking at the walls. Staff has suggested some plantings and trees to be provided to soften the wall. There is language in the Code of Development that addresses that.

Mr. Rieley asked if they need to add some language to provide some flexibility to be able to work with this because it was a pretty specific plan that they were adopting. He pointed out that it appeared that was an issue that needs some additional work and he did not want their action to preclude continued work on it.

Mr. Barnes stated that he would defer to the applicant to speak to the way that they want to tackle it and what other ways that they could meet with staff half way.

Mr. Rieley asked Mr. Graham if they adopt this without any qualifying language, would they still have some flexibility to deal with those issues at the site plan stage. He suggested that instead of having one huge retaining wall that it be broken into sections which would address both the aesthetic and safety issues.

Mr. Graham stated that he could speak pretty firmly on the safety issues, but the aesthetics was a littler harder to regulate at the site plan level. If there were specific aesthetic concerns, then they need to be addressed now.

Mr. Cilimberg stated that the reality is that if you don't have it as fine tuned grading in the site's development it might not be known until this gets into the site plan stage. They do know at this point that those walls are making up the grade and the only other way to make those walls shorter is to make up the grade through the site as you go back towards it.

Mr. Rieley stated that he was not suggesting anything quite that radical.

Mr. Cilimberg stated that to break the wall into sections would mean that you are working the other way and you are beginning to affect the design in the easterly direction. He noted that how that works for them he was not sure and he did not know exactly how this Code could be converted to deal with that.

Mr. Rieley stated that they were not going to be able to solve this tonight, but they might want to add a condition that leaves the issue open at the site plan level.

Mr. Cilimberg suggested that they include something as part of their action so that staff could work on getting that done before the Board meeting.

Mr. Barnes directed the Commission to page 26 of the Code where there was a section on grading. In the second paragraph it speaks to retaining walls that are along the Entrance

Corridor. He noted that it speaks to the visual impact of the retaining walls planned on the western end of the property adjacent to the duplex residences on Commonwealth. The Code states that it will be mitigated by appropriate landscaped trees and shrubs. He suggested that they might want to add to the extent possible or maybe shall be broken up so not to be over X number of feet in height. He stated that the Commission has some flexibility to do that. He stated that the grading plan shown on the next page shows Area E in the town home area. He noted that they either have to move the wall forward or get some type of grading easement from the properties behind it. Density can be sacrificed one way by reducing the impact of the wall.

Mr. Rieley suggested that they add some language that allows staff to keep working on it since they cannot solve the issue tonight.

Mr. Barnes stated that they would add something about the square feet and to work on the wall to try to get that point clearly noted.

Mr. Rieley stated that sounded like a good way to handle it.

Mr. Kamptner stated that the County Attorney's office and the development departments will be working together to put together a comprehensive set of comments for the proffers raising all of those issues.

Mr. Rieley stated that one of the issues that Ms. Slaughter raised was one that they have talked about before that because of the fact that they would be piping two streams that they should be going beyond the minimum site plan requirements for water retention, detention and quality. He asked Mr. Graham if he was comfortable that they were where they would be allowed to do that or should they add language to their action tonight that strengthens their capacity to do that.

Mr. Graham stated that it was one of those things that he appreciates the concern that Ms. Slaughter has expressed and actually shares quite a bit of it. He stated that he found it a little frustrating that the applicant was being essentially required to pay into a fund that we as the local government have no say in how and where the State and Federal government are going to use that fund. Like her he would like to see that money being applied somewhere for the Meadow Creek drainage, but they have no say in that. At that point, he noted some reservations about how much above the ordinance requirements that they would ask the applicant to do as well as paying into some fund. He stated that he was not comfortable in asking them to do a considerable amount more. With that said, there are site measures that staff would like to see. There are a number of innovative BMP's that can be incorporated into this type of design fairly easily. Staff is certainly hopeful that the applicant will work with us on those at the time of site plan and any language that could be included to that effect staff would like to see that.

Mr. Barnes pointed out that David Hirschman had talked with the Corps about the concept of trying to take those funds, because they don't have a good mechanism for letting the money go back to the localities. They were trying to see if they can do something innovative in this case to take what is close to \$400,000 and put it back into some kind of remediation for Meadow Creek drainage itself. He pointed out that staff does not know if they will be successful in doing that.

Mr. Graham stated that staff has spent a lot of time going back and forth on this, but there is not mechanism that exists for trying to do this.

Mr. Rieley asked short of the proffers if anybody had any problem with this moving ahead to the Board with a few caveats.

Mr. Loewenstein stated that this application needs to be moved ahead.

Mr. Edgerton stated that he continued to have some frustrations, but what he heard was that they were going to delegate the proffers to the Board and staff.

Mr. Rieley stated that they have some pretty specific recommendations from staff on recommendations for amendments to the proffers.

Mr. Kamptner asked if any of the Commissioners had any comments about specific proffers to please let them know so that they could be worked into their comments.

Mr. Loewenstein stated that since there was a month before the Board hears this that they could get the proffers worked out. He felt that the record would indicate their concerns.

Mr. Edgerton pointed out that he continues to be frustrated with the traditional shopping at the northern end of the property. He stated that he was disappointed that some mixture of affordable housing was not included in this request. The interconnectivity issues with the adjoining parcels were still an issue. He felt that it had been implied that the Comdial connection had been made and now he found that it has not, which was misleading. He welcomed the suggestion of using the trolleys for transit and working with the City on that. He stated that the bottom line on this was the transportation issues. No matter how hard he tried to listen and to find a way to make it work, he could not in good conscious support this project with so much of the impact of the transportation being unresolved. He felt that Route 29 was just going to get much worse. According to their studies, it was still going to a level F. He stated that some of these traffic issues need to be resolved before a project of this level was approved. He stated that he was not convinced by their discussions that they were any closer to resolving this issue than they were when they started.

Mr. Loewenstein stated that he agreed that the transportation issues need to be resolved.

Mr. Thomas stated that he felt comfortable with the proffers for this development with the changes as discussed. He stated that he agreed that the transportation issues need to be resolved.

Mr. Loewenstein stated that they really needed to start paying attention to infrastructure needs long range and at greater distances than 1,000 feet from a traffic light where this project comes into play. He noted that was just not resolving the problems.

Mr. Rieley stated that the Commissioners had a lot of good points that were on target. He stated that this project from the first time it came to the Commission was one of the best large-scale commercial projects that they have seen. This project does more in the way of adhering to the Neighborhood Model than anything that they have seen, particularly anything on a large scale. He noted that they took the applicant through the CPA process and required a level of detail at the CPA level that many argued was more appropriately handled at the rezoning level. He felt that in the process that this plan got better. They asked the applicant to take a fresh look at the Hydraulic Road frontage and make it more residential, and they did. They asked the applicant to take a harder look at some of the connections to make at least their portion of the interconnective system work better, and they did that. He felt that the result, while not perfect, is one that was one of the best proposals that they have seen. He felt that it was important for this project to move ahead. He suggested that they work on all of the proffers and the concerns that staff has raised. He felt that they have a certain obligation to move this project to the next level and in particular not raise new issues. He agreed that this would not solve the long term traffic impacts in that area, but he did not think that it was fair for any applicant to be asked to solve all of the long term transportation problems in that area. He pointed out that at the CPA level they asked the applicant to wait until this traffic study was done. The Commission delayed their action on the CPA along time. One of the things that came out of it was this interchange idea, which has very specific ramifications and implications for how these proffers should be configured.

Mr. Kamptner pointed out that VDOT has not them what off-site improvements would be required.

Mr. Rieley stated that since equity between other projects, Hollymead in specific, and this one are important in the sense that the actual acquisition of off-site property for improvements was not a part of the Hollymead agreement, he felt that an approach might be that the off-site improvements themselves are paid for by the applicant. But, if land has to be condemned that obviously only the County or the State could do that and that would become a public expense. He stated that would force the County to step up to the plate. He felt that the two-left turn lanes would not happen without that. He pointed out that he was talking about the solution for the short term and not about a massive area for two roundabouts and a bit overpass. Obviously, that is a project of its own scope that has to have acquisition as a part of the budget. He noted that was not development specific.

Mr. Graham stated that staff would like some guidance from the Commission on proffer # 8 in the second paragraph specifically where he notes that the owner shall make a cash contribution not to exceed \$500,000 provided that the owner receives a credit for such contribution or gets the \$2,000 per unit residential. He asked whether the Planning Commission believes that type of condition on that proffer is appropriate. As far as trying to come up the money for any off-site acquisition, there is a possible source. Staff and the County Attorney's office have struggled with that and whether that is an appropriate use of those funds. The other option is if the money should be used along with funds from a CDA for the commercial part of the property for longer-term solutions that are really addressing the ultimate transportation improvements.

Mr. Rieley stated that was his understanding on how the funds were used from Hollymead. He asked if that was correct.

Mr. Graham stated that was correct. He stated that was the intent for the funds for Hollymead for the CDA. The residential component was not necessarily limited to transportation, but also to address the things such as the fire station.

Mr. Rieley stated that the turn lanes that were immediately associated with the project were not accounted for out of the CDA money.

Mr. Graham stated that was correct.

Mr. Rieley stated that this seems to him to be in that category. He pointed out that was why he suggested that the County be responsible for the acquisition of the 20 feet from Seven-Eleven because the land acquisition was not included in the Hollymead project. He suggested that developer pay for the improvements.

Mr. Graham stated that the next question was does the money that they are applying up to \$500,000 is an appropriate use of that money for the County.

Mr. Rieley stated no because that should go with the longer term. He stated that on proffer # 9 that Mr. Kamptner had suggested that rather than an immediate dedication that they treat this as a reservation until needed, which he felt was a good idea. He stated that it was important that Area A and Area B be included in that, and at such time that it was shown that the round-about solution was not feasible as Mr. Cox has suggested, that idea be dropped. Then immediately Area B could be dropped and freed up for development. He suggested that it only be reserved as long as there was a reasonable expectation that it was going to be required for whatever the solution was going to be. He asked that their action stipulate that they encourage further study of the retaining walls and that their action was not an endorsement of the preliminary grading plan in that regard. They also encourage staff to pursue with the applicant innovative BMP methods to get the best mileage that they possibly can. He stated that their action should make it clear that the separation of the large building to the north be both functionally and visually be an ongoing part of the approval process so that it be two separate buildings. He opposed that turning into just a façade change or something else later. He suggested that the final concern was affordable housing and

whether there should be a target in this. He asked if someone could put this in the form of a motion.

Mr. Finley moved to recommend approval of ZMA-01-07, Albemarle Place, with the conditions as revised and the proffers as revised.

Mr. Rieley asked if there needs to be any clarification on any additional conditions or on the proffer changes. He pointed out that staff would continue to look at the issues of the retaining walls and the grading, innovative BMP's and the continued separation of the building both functionally and visually. He pointed out that they left affordable housing out because they could not resolve the issue.

Mr. Thomas seconded the motion.

The motion carried (5:1). (Edgerton - No)

Mr. Rieley stated that ZMA-01-07, Albemarle Place, would go to the Board of Supervisors with a recommendation for approval with a number of suggestions as follows:

- The proffers should be revised to address staff concerns.
- The Code of Development should be revised to address the Architectural Review Board's and staff's concerns with language in the "built form" section and the Planning Commission's concerns related to storm water management and the visual impacts from retaining walls.

This item would go to the Board of Supervisors on October 8th.

Waivers to Zoning Ordinance and Subdivision Ordinance

Mr. Kamptner stated that there are findings that have to be made under the Subdivision Ordinance before those waivers can be granted. Our office's recommendation is that the Subdivision Ordinance waivers not be addressed tonight because the Commission does not have a plat.

Mr. Rieley pointed out that the Commission grants the waivers independent of the Board's action. He stated that a great majority of these are substituting provisions of the Zoning Ordinance in the Code of Development. He asked if the Commission could act on all of the waivers at once.

Mr. Kamptner stated that since the waivers are the Commission's action only that they can take care of them with one motion. He asked if everyone was comfortable with the waivers listed on page 26 through page 27 where it begins with the Subdivision Ordinance waivers at the bottom of the page.

Mr. Barnes stated that the Subdivision waivers start at the bottom of page 27 and continue to page 28. He apologized for not getting into those. He pointed out that the intent of those, as explained in the staff report, was that the Code of Development would take the place of these types of regulations to remove any conflicts as set forth in how the specific regulations in their district will govern how the buildings will be setback from the streets, etc. He pointed out that they were not using building setbacks, but build to lines as an example. He stated that by waiving these, staff has gone through the Zoning Department, Engineering Department and Planning Department and come up with this punch list of things that probably need to be waived as the applicant started the process when we reviewed them. Staff proposed this language and the applicant agrees with the language. Therefore, staff would ask if the Commission were in agreement with what was listed that they would act on the waivers to the Zoning Ordinance.

Mr. Loewenstein moved for approval of the Zoning Ordinance waivers through 32.7.2.8.

Mr. Craddock seconded the motion.

The motion carried (5:1). (Edgerton – No)

Mr. Rieley stated that the waivers relative to the Zoning Ordinance are granted and the Commission will hear the ones related to the Subdivision Ordinance later.

Mr. Rieley asked if the Commission needed to take a formal action on the Subdivision waivers.

Mr. Kamptner stated that the Commission did not have to, but if there was an expectation of them coming back at a certain time they could defer action.

Mr. Rieley stated that the Commission would not take a formal action on the Subdivision waivers, but would address it when it comes back.



COUNTY OF ALBEMARLE

Department of Planning & Community Development
401 McIntire Road, Room 218
Charlottesville, Virginia 22902-4596
(434) 296 - 5823
Fax (434) 972 - 4012

November 18, 2003

Frank D. Cox, Jr
The Cox Company
220 East High Street
Charlottesville, VA 22902

RE: ZMA-2001-007 Albemarle Place
Tax Map 61W, Section 3, Parcels 19A, 19B, 23 and 24

Dear Mr. Cox:

The Albemarle County Board of Supervisors, at its meeting on October 22, 2003, approved the above-noted request subject to the proffers dated October 22, 2003, the amended Exhibits presented on October 22, 2003, and the Code of Development dated October 15, 2003, inclusive of the Application Plan. Copies of the proffers, the amended exhibits and Code of Development are attached.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, reading "V. Wayne Cillenberg". The signature is fluid and cursive, with the first name "V." and last name "Cillenberg" clearly legible.

V. Wayne Cillenberg
Director of Planning & Community Development

VWC/jcf

Cc: Amelia McCulley
Jack Kelsey
Albeville Station JV LLC

Attachment J

File# ZMA 2001-C7

Approved by the Board of Supervisors

Date 10/22/03

PROFFER FORM

Date: October 22, 2003

ZMA # 2001-07

Tax Map 61-W-3 and Parcel Numbers 19A, 19B, 23, and 24

64.705 Acres to be rezoned from LI and C-1 to NMD

Signature - Planner

Pursuant to Section 33.3 of the Albemarle County Zoning Ordinance, the Owner hereby voluntarily proffers the conditions listed herein below which shall be applied to Albemarle Place (herein after "the Property") if the Zoning Map Amendment (hereinafter "ZMA") is approved by the County of Albemarle. These conditions are proffered as a part of the requested ZMA and it is agreed that: (1) the ZMA itself gives rise to the need for the conditions, and (2) such conditions have a reasonable relation to the rezoning requested.

The term "Owner" as referenced herein shall include within its meaning the owner of record and successors in interest. The term "Application Plan" refers to Exhibit A. The term "Code of Development" refers to Exhibit B. The term "ZMA Phasing Plan" refers to Exhibit C. The term "Regulating Block Plan" refers to Exhibit D. The term "MPO Concept Plan-Hydraulic Road/Route 29" refers to Exhibit E. The term "Short Term Route 29 Transportation Improvements" refers to Exhibit F. The term "Right of Way Reservation Area" refers to Exhibit G.

The headings of the proffers and conditions set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provisions of the proffers.

1. **Phasing of Albemarle Place Improvements:** The Owner shall phase development so that the first site plan for the initial phase of Albemarle Place includes street, utility and landscape improvements to serve the planned building improvements contained within Blocks A, B, C and D as depicted on Exhibit D, "Regulating Block Plan". As part of this first phase, the Owner shall design and construct those streets identified on Exhibit C, "ZMA Phasing Plan" as New Main Street, South New Main Street, North New Main Street, Swanson Road, Inglewood Drive, and Albemarle Place Boulevard (also referred to as "4th Street/Cedar Hill Road"), including all supporting utility infrastructure and landscaping on these streets. These improvements shall be designed, constructed and installed as provided in Exhibits C and D and the Code of Development.
2. **Community Development Authority Participation:** Upon request by the County, the Owner shall petition for and consent to all tax map parcels used for non-residential purposes participating in a Community Development Authority ("CDA") established pursuant to Section 15.2-5152, et seq. of the Code of Virginia ("Code") to be created for the purpose of implementing Route 29 regional transportation improvements, including but not limited to transportation improvements within the "Super Block" (the geographical area bounded by

Route 29, Hydraulic Road, Commonwealth Drive, and Greenbriar Drive) and intersectional improvements associated therewith.

3. **Cash Proffer for Route 29 Regional Transportation:** The Owner will make a cash contribution to the County for the MPO/29H250 Phase 2 Route 29 regional transportation study in the amount of One Hundred Thousand Dollars (\$100,000.00). The cash contribution shall be made by the Owner within thirty (30) days upon request by the County.

If the request is not made within one (1) year from the date of submission of the first final site plan for the initial phase of development, this proffer shall become null and void. If such cash contribution is not expended for the stated purpose within two (2) years from the date the funds were contributed to the County, all unexpended funds shall be refunded to the Owner.

4. **Cash Proffer for City of Charlottesville Traffic Calming Improvements:** The Owner shall contribute Ten Thousand Dollars (\$10,000.00) to the City of Charlottesville for the construction by the City of traffic calming improvements on Swanson Road, Cedar Hill Road and other City streets intersecting Hydraulic Road in the vicinity of Albemarle Place. The cash contribution shall be made by the Owner within thirty (30) days upon request by the City. If the traffic calming improvements are not implemented by October 15, 2007, all unexpended funds shall be refunded to the Owner.
5. **Cash Proffer for Charlottesville Transit Service Commercial Corridor "Jitney Service":** Upon the request of the County, the Owner shall contribute Twenty Thousand Dollars (\$20,000.00) per annum or an amount equal to twenty percent (20%) of the annual operating and maintenance costs, whichever is less, for a period not to exceed five years for operating and/or maintaining a dedicated "jitney bus" service to retail commercial developments, including Albemarle Place, along the Route 29 Corridor. If the CTS "jitney service" is not placed into operation by January 1, 2007 or the date of issuance of the first occupancy permit for a commercial building in Albemarle Place, whichever occurs last, this proffer shall become null and void.
6. **Cash Proffer for Capital Improvements:** The Owner shall contribute One Million Five Hundred Thousand Dollars (\$1,500,000.00) (hereinafter referred to as the "total contribution") to the County for the purpose of funding capital improvements related to Albemarle Place. The contribution shall be paid as follows: (a) Three Hundred and Seventy Five (\$375,000.00) shall be contributed to the County within thirty (30) days after the first final site plan or subdivision plat containing residential dwelling units is approved for Albemarle Place; (b) an additional Three Hundred and Seventy Five (\$375,000.00) of the total contribution shall be contributed to the County prior to the issuance of a certificate of occupancy for the first residential dwelling units in Albemarle Place, and (c) the remaining Seven Hundred Fifty Thousand (\$750,000.00) of the total contribution shall be paid on a pro rata basis of Three Thousand Dollars (\$3000.00) per residential dwelling unit at the time certificates of occupancy are issued for the first two hundred fifty (250) dwelling units. No additional contribution shall be required for the next two hundred fifty (250) dwelling units.

If, five (5) years from the date of approval of the first final site plan or subdivision plat for residential dwelling units, the total contribution has not been fully paid, the balance of the total contribution shall be contributed to the County within thirty (30) days upon request by the County. If this fund has not been exhausted by the County for the stated purpose within five (5) years from the date the last contribution is made, all unexpended funds shall be refunded to the Owner.

In addition to the foregoing, after building permits have been issued for the first five hundred (500) dwelling units within Albemarle Place, the Owner shall pay to the County Three Thousand Dollars (\$3,000.00) prior to the issuance of a building permit for each new residential dwelling unit thereafter.

7. **Construction of Frontage Improvements on Route 29 and Hydraulic Road:** At its expense, the Owner shall plan, design, bond and construct travel lane improvements to be dedicated for public use on its Hydraulic Road and Route 29 frontage. The design shall be submitted with the first site plan for the initial phase of Albemarle Place. The subject frontage improvements are depicted by Exhibit F, "Short Term Route 29 Transportation Improvements." The Owner proffers that the County may require these improvements to be completed as a prerequisite to the issuance of any certificates of occupancy.
8. **Construction of Off-Site Improvements:** Upon request by the County or as provided herein, the Owner shall plan, design, bond and construct off-site transportation improvements in the County and the City, as depicted on Exhibit F, "Short Term Route 29 Transportation Improvements". If the improvements are required to be constructed, the Owner proffers that the County may require these improvements to be completed as a prerequisite to the issuance of any certificates of occupancy. Construction shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for the entity's acceptance.
 - A. **Off-site Improvements in the County at the Northwest Quadrant of the Hydraulic Road/Route 29 Intersection.** The engineering, plats and construction documents for off-site improvements in the County shall be submitted with the final site plan for the initial phase of Albemarle Place. In addition, for property acquisition that is required for the off-site public right of way for Hydraulic Road/Route 29 intersection improvements within the County, the Owner shall make a cash contribution or provide a letter of credit in a form approved by the County Attorney for such purpose in the amount as deemed necessary for the property acquisition by the County Attorney provided that such amount shall not exceed one hundred fifty percent (150%) of the County's appraisal prepared for acquisition or condemnation purposes.

The cash contribution or letter of credit described in this proffer shall be used to pay for the total cost of the right of way acquisition. The total cost of the right of way acquisition for the off-site property in the County at the northwest quadrant of the Hydraulic Road/Route 29 intersection shall include the normal costs associated with acquiring land, buildings, structures, easements and other authorized interests by condemnation or by purchase including, but not limited to, land acquisition, engineering, surveying, and

reasonable attorneys fees. The cash contribution or the letter of credit shall be provided by the Owner within thirty (30) days upon request by the County. If the property is acquired by purchase, the contribution for the purchase price shall not exceed one hundred fifty percent (150%) of the County's appraisal prepared for condemnation purposes without the consent of the Owner.

If the cost of the right of way acquisition exceeds the amount previously contributed, above, then the Owner shall reimburse the County all such excess costs within thirty (30) days upon request by the County. The County shall refund to the Owner all excess contributions upon completion of the land acquisition.

If the right of way has not been acquired within eighteen (18) months after approval of the initial site plan for the first phase of Albemarle Place, which shall include the final right of way plats and all construction documents necessary for the acquisition of the property for the off-site improvements, this Proffer 8(A) shall become null and void and all unexpended funds shall be refunded to the Owner, or the remaining balance of the letter of credit shall be released.

- B. Off-site Improvements in the City at the Northeast Quadrant of the Hydraulic Road/Route 29 Intersection.** The Owner shall submit the engineering, plats and construction documents (the "plans") for the improvements in the City of Charlottesville to the City of Charlottesville within sixty (60) days after the first site plan for the initial phase of Albemarle Place is submitted to the County. The Owner shall diligently pursue approval of the plans in the City. If the City does not approve the plans within six (6) months after the first final site plan for the initial phase of Albemarle Place is approved by the County, the Owner shall not be required by this proffer to construct any improvements for which approvals have not been obtained. The Owner shall not be required by this proffer to acquire or otherwise pay for right of way in the City for these improvements.

If the improvements are required to be constructed, the Owner shall complete construction of the improvements for which right of way is available within twelve (12) months after the issuance of the first certificate of occupancy within Albemarle Place. Construction shall be deemed complete when the improvements are accepted by the appropriate public entity or are bonded for the entity's acceptance.

- 9. Reservation and Dedication of Land for Regional Route 29 and Hydraulic Road Intersection Improvements:** The Owner shall reserve for future dedication to the County certain land on the Property in the County for transportation improvements for the Route 29 and Hydraulic Road intersection in the location described as "Area A" on Exhibit G, "ROW of Way Reservation and Dedication Area". Upon the request of the County, the Owner shall dedicate "Area A" to the County in fee simple for the purpose of construction of regional transportation improvements, provided that such request for dedication is made by the County not later than October 15, 2009, or this proffer shall become null and void.

After dedication and until the subject regional transportation improvements are funded for construction, the Owner shall, at the request of the County, maintain this land until requested by the County to no longer do so provided the Owner is granted the right to the exclusive use of the land for landscaped open space, a pocket park, temporary parking, fencing, signage, utilities or other purposes as may be approved with the final site plan for the first phase of Albemarle Place. Upon being requested by the County to no longer maintain the land, the Owner shall cease all use of the land and remove all improvements established by the Owner that the County requests be removed.

In the event that the adopted design for future public intersection improvements does not require the utilization of all of the dedicated land, upon the Owner's request, the dedicated land shall be transferred to the Owner, at no expense to the Owner. If the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2025, this proffer shall become null and void.

- 10. Reservation and Dedication of Additional Land for Route 29 and Hydraulic Road Intersection Improvements:** The Owner shall reserve for future dedication to the County, subject to the conditions herein below, certain additional land on the Property for the right of way for a future Hydraulic Road and Route 29 related regional transportation improvements. The reservation of the additional land is limited to and shall not exceed the area (a) as initially defined on Exhibit E, "MPO Concept Plan-Hydraulic Road/Route 29 Intersection", or (b) as subsequently defined by a revised right of way exhibit in accord with a plan approved by the County that reduces the right of way impact (as now depicted by Exhibit E) on the Property .

Upon the request of the County, a temporary construction easement not to exceed twenty (20) feet beyond the reserved area shall be provided for this construction.

Until the land is dedicated, the Owner shall maintain this land and shall retain the right to the exclusive use of the land for landscaped open space, a pocket park, temporary parking, fencing, utilities or other purposes as may be approved with the first final site plan submitted for the initial phase of Albemarle Place.

The conditions on the subject reservation and dedication shall be as follows:

- (a) The Owner shall reserve the additional land as shown on Exhibit E until an Official Map or other transportation improvements plan is adopted or approved by the County that defines the right of way for the subject regional transportation improvement and the land to be dedicated to the County. Upon adoption or approval of the Official Map or the transportation improvements plan, the County may request that the Owner dedicate the additional land to the County. The Owner shall dedicate the additional land within sixty (60) days after the County's request. If said Official Map or transportation improvements plan has not been adopted by the County by December 31, 2009, this proffer becomes null and void.

(b) In the event that the adopted design for future public intersection improvements does not require the utilization of all of the reserved or dedicated land, upon request of the Owner the residual portion shall be released by the County from the reservation or, if the land has been dedicated, transferred back to, and for the use of, the Owner.

(c) Upon the request of the Owner, the dedicated land shall be released from such dedication, at no expense to the Owner, if the construction of the subject transportation improvements on the dedicated land does not commence by October 15, 2025, or at such time the County determines that the land, or any portion thereof, is not needed for such improvements, whichever occurs first.

(d) The design and construction of the Hydraulic Road and Route 29 intersection and related regional transportation improvements substantially maintain the access, function, and continuity of service of the planned intersection of Swanson Road (Extended) and existing Hydraulic Road into Albemarle Place at the location of the existing Swanson Road and Hydraulic Road intersection; otherwise this proffer becomes null and void.

11. Signalization Proffer for Hydraulic Road and Route 29 Intersections: The Owner at its expense shall engineer, bond, and construct all traffic signalization improvements at (a) the intersection of "4th Street" (also know as "Albemarle Place Boulevard") and Route 29, and (b) the intersection of "Cedar Hill Road Extended" and Hydraulic Road. These improvements shall be constructed when the County and VDOT request the installation of such.

12. Commonwealth Drive Connection: The Owner shall reserve land, engineer, bond and construct at its expense on-site improvements for a street connection at the northwest corner of the Property to Commonwealth Drive adjacent to the land currently known as the "Comdial Property" (TM 61W-3-18) as depicted on Exhibit A, the "Application Plan," and labeled as "Future Commonwealth Connection." The connection will be a two lane facility with a sidewalk constructed on the south side of the street.

Upon the request of the County, the Owner shall engineer, bond and construct the off-site portion of the connection to Commonwealth Drive on the "Comdial Property" provided that plat and plan approvals and construction permits as may be necessary for such construction for the connection through off-site properties for this improvement have been granted at no cost to the Owner, and the request for such connection through the off-site property is made by the County prior to October 15, 2013. Upon the request of the County, the connection shall be completed by the Owner within twelve (12) months from the date of satisfaction of the conditions as set forth above.

13. Other "Super Block" Street Connections: The Owner shall reserve land and grant construction and permanent access easements or right of way at no expense to the County for the purposes of future construction (by others) of inter-parcel street connections within the "Super Block" at the following locations: First Street (to west to Commonwealth Drive), Second Street (to west to Commonwealth Drive), Third Street (to west to Commonwealth Drive), Cedar Hill Road Extended (in Block F north to "Comdial Property"), Fourth Street

(between Blocks F and G north to "Comdial Property"), Swanson Road Extended (to north to "Sperry Property") and at two additional locations into Sperry Property.

The locations for easement or right of way reservation and dedication are as generally depicted on Exhibit A and labeled thereon as "Future Extension." These easement or right of way locations shall be identified, platted and dedicated at the request of the County in conjunction with subsequent site plan applications for Albemarle Place.

The undersigned Owner hereby proffers that the use and development of the subject property shall be in conformance with the proffers and conditions herein above and these proffers shall supersede all other proffers and conditions made prior hereto.

Owner:

Albeville Station JV, LLC



Ronald B. Ferrin
(Sole Manager)

Ronald B. Ferrin

Printed Name

October 22, 2003
Date