

**TOWN OF LEESBURG
NOTICE OF PUBLIC HEARINGS
TO CONSIDER REZONING APPLICATION TLZM-2011-0004
POTOMAC STATION RETAIL
PROFFER AMENDMENTS**

Pursuant to Sections 15.2-1427, 15.2-2204, 15.2-2205 and 15.2-2285 of the Code of Virginia, 1950, as amended, the **Leesburg Town Council** will hold a public hearing on **Tuesday, January 8, 2013 at 7:30 p.m.**, in the Town Council Chambers, 25 West Market Street, Leesburg, Virginia, 20176 to consider Proffer Amendment Application TLZM-2011-0004, Potomac Station Retail, a request by Applicant Potomac Station (E&A), L.L.C. to amend the **ZM-154, Potomac Station Retail** Proffers as described below:

1. To create a single set of proffers applicable to the Applicant's Property; and
2. To memorialize density restrictions applicable from those established in ZM-154; and
3. To permit the Battlefield Parkway median break allowing access to the Property to remain open until such time as the Battlefield Parkway/Route 7 Interchange is constructed.

The property is identified by Loudoun County Property Identification Numbers (PIN) 148-27-0709 and 148-16-4540 and encompasses 19 acres within the Town of Leesburg. The property is zoned PRC (Planned Residential Community) and identified as Community Commercial on the *Town Plan's* Land Use Policy Map. The Property is further identified as Parcel B on the Potomac Station Mixed Use Center Concept Plan. The Town Plan recommends a maximum building floor area of 250,000 for Community Commercial areas. The amendments to the proffers reflect a building floor area of 160,000 square feet.

Copies and additional information regarding this Rezoning Concept Plan Amendment application are available at the Department of Planning and Zoning located on the second floor of Town Hall, 25 West Market Street, Leesburg, Virginia, 20176 during normal business hours (Monday – Friday, 8:30 a.m. to 5:00 p.m.) or by contacting Michael Watkins, Senior Planner, at 703-737-7920.

At these hearings, all persons desiring to express their views concerning these matters will be heard. Persons requiring special accommodations at this Town Council meeting should contact the Clerk of Council at (703) 771-2733 three days in advance of the meeting. For TTY/TDD service, use the Virginia Relay Center by dialing 711.

**Ad to run:
12/26/12
1/02/13**



Date of Council Meeting: January 8, 2013

**TOWN OF LEESBURG
TOWN COUNCIL PUBLIC HEARING STAFF REPORT**

Subject: TLZM-2011-0004, Potomac Station Retail, is a proffer amendment to:

- To create a single set of proffers applicable to the Applicant's Property; and
- To memorialize density restrictions applicable from those established in ZM-154; and
- To permit the Battlefield Parkway median break allowing access to the Property to remain open until such time as the Battlefield Parkway/Route 7 Interchange is constructed.

Staff Contact: Mike Watkins, Senior Planner, Department of Planning and Zoning

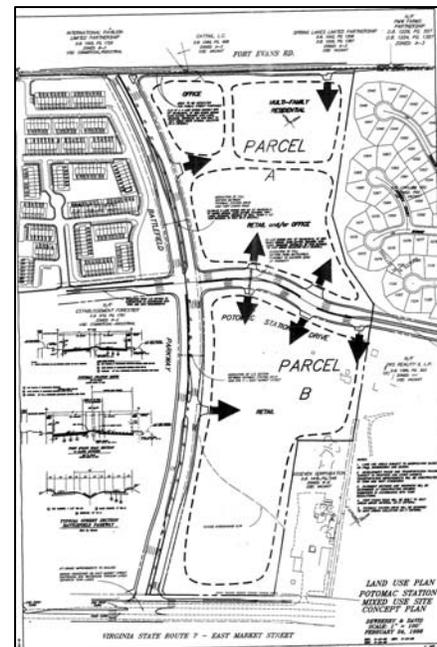
Recommendation: Staff recommends **approval** of the proposed proffer amendment.

Issues: There are no outstanding issues.

Fiscal Analysis: Approval of this application is revenue neutral as there is no change in land use with this application.

Background: ZM-154, Potomac Station Retail, amended ZM-147 in June of 1998. The amendment created separate proffers only applicable to Mixed Use Parcels A and B and not the purely residential areas of the community. Included in the ZM-154 proffers were the phased development of the two non-residential mixed-use land bays, analysis for the Battlefield Parkway and Route 7 interchange design and dedication of land, monetary contributions, and a variety of road improvements.

Proffer 2 of ZM-154 requires the Battlefield Parkway median break allowing traffic to access the site directly from Battlefield Parkway to be closed when certain triggers have been met. In 2012 those conditions were met, meaning the median break must be closed and removed unless the proffer is amended. This would *eliminate* the entrance into Parcel B from Battlefield Parkway. This Application proposes to modify Proffer 2 of ZM-154 to specify that actual traffic management conditions and construction of the future Route



ZM-154 Concept Plan

7 and Battlefield Parkway interchange shall trigger the closure of the median break and entrance into Parcel B.

Application Timeline: The application review timeline is as follows:

- Initial Submission: August 1, 2011
- Acceptance: July 3, 2012 (delayed due to “Cornerstone” issue)
- First Review completed: August 24, 2012
- Applicant Resubmission: September 18, 2012
- Informal Second Review completed: September 26, 2012
- Applicant Resubmission: October 4, 2012
- Informal Proffer Comments: October 15, 2012
- Applicant Resubmission: October 31, 2012
- Applicant Final Submission: November 15, 2012
- Planning Commission Public Hearing: December 6, 2012
- Town Council Public Hearing: January 8, 2013

Planning Commission Public Hearing and Recommendation: The Planning Commission public hearing was held on December 6, 2012. The Planning Commission heard presentations from Staff and the Applicant and there were no clarifying questions. The public hearing was closed without any testimony from the public and without any discussion. The Planning Commission voted to recommend approval of the proffer amendments 7-0.

Staff Analysis: The proposed proffer language seeks to redefine the triggers which will result in closure of the median break and the Parcel B entrance from Battlefield Parkway to allow both to remain open until such time as closure is necessitated based on actual traffic management conditions.

Median Break: The proposed proffer amendment will require that traffic scoping meetings shall be held on a three year basis beginning January of 2017. The scoping meetings will be used to determine the specifics of updated intersection analyses. This accommodates Applicant’s desire to communicate with lessees concerning how long the site entrance shall remain open. Prior to the construction of the interchange, and as long the median break operates at a Level of Service (LOS) “D” or better, the median break shall remain. If an updated intersection analysis results in a finding of a LOS below “D”, the Applicant shall be required to close and remove the median break. The Parcel B entrance would then result in a “right-in” “right-out” configuration, until the construction of the interchange, in which case the Entrance shall be completely closed.



Median Break & Entrance Location

Entrance Closure: Also retained from ZM-154 is Proffer 2.C which requires the permanent closure of the Parcel B entrance if certain conditions are met. The VDOT referral comment letter and

subsequent discussions have stressed the importance of retaining this proffer because the ultimate design of the interchange is unknown at this time and without this proffer there is the possibility of creating a constraint for the future design of the interchange's northeast quadrant exit ramp and the spacing to the parcel B entrance. In recognition of this concern, Applicant requests an amendment to old Proffer 2.C to allow an opportunity for the Applicant to retain the entrance, *if* the interchange's exit ramp design and the entrance are determined by VDOT to meet VDOT design requirements.

Staff agrees with the Applicant's proffered conditions and limitations. The proffers adequately mitigate any future potential access requirements and are consistent with prior approvals and the goals and objectives of the Town Plan.

Staff Recommendation: Staff finds the application is consistent with the objectives of the *Town Plan*, meets the approval criteria of the *Zoning Ordinance*, and is compatible with the surrounding development. Staff therefore recommends **approval** of the proffer amendment for TLZM-2011-0004.

Attachments

- 1) December 6, 2012 Planning Commission Staff Report
- 2) Potomac Station Mixed Use Center Concept Plan Sheets 2-5, last revised March 23, 2012, as prepared by Urban Ltd.
- 3) Owner's Proffer Statement dated December 20, 2012
- 4) Applicant's Statement of Justification dated April 13, 2013



Date of Planning Commission Meeting: December 6, 2012

**TOWN OF LEESBURG
PLANNING COMMISSION PUBLIC HEARING**

Subject: TLZM-2011-0004, Potomac Station Mixed Use Parcel B, an application to amend the ZM-154 Proffers to:

- Create a single set of proffers applicable to just the Applicant's property
- Memorialize density restrictions as established by ZM-154
- Delay the closing of the Battlefield Parkway Median Break.

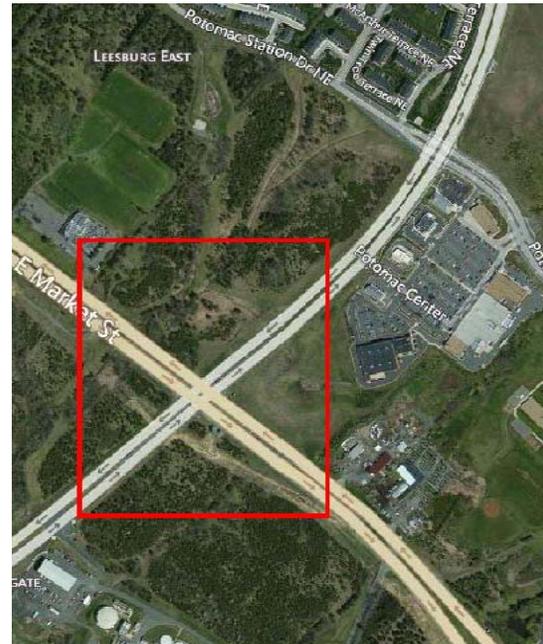
Staff Contact: Michael Watkins, Senior Planner, Department of Planning and Zoning.

Recommendation: Staff recommends **Approval** of the Applicant's Proffer Amendment.

I. **APPLICATION SUMMARY:** The following terms are defined to assist the Planning Commission in understanding the Applicant's request to amend the ZM-154 proffers.



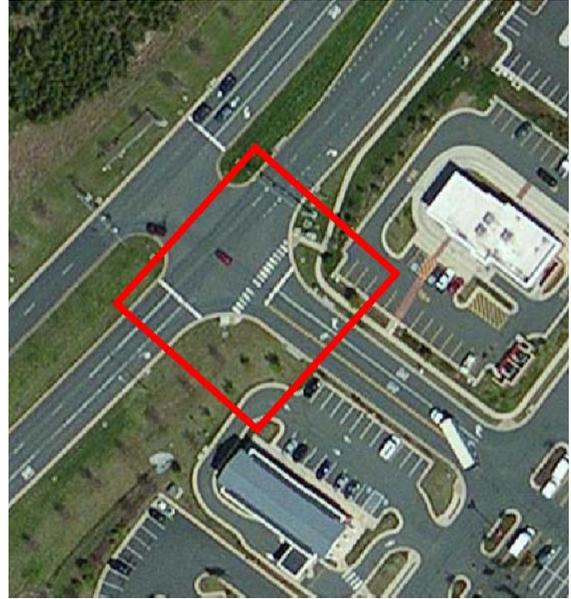
Property: The Property is referred to as Mixed-Use Parcel B of the Potomac Station Shopping Center.



Interchange: The interchange is referred to as the future grade-separated interchange of Battlefield Parkway and Route 7 (East Market Street)



Median Break: The median break is referred to as the existing Battlefield Parkway median break allowing left-in and left-out vehicle turning movement at the shopping center's entrance onto Battlefield Parkway.



Entrance: The entrance is referred to as the shopping center's entrance onto Battlefield Parkway.

The Applicant, Potomac Station (E&A), L.L.C. is the owner of the Potomac Station Shopping Center (the Property) located along Battlefield Parkway, between Potomac Station Drive and Route 7. The Property is subject to a conditioned proffer [**Proffer 2.B.iv.b**] whereby the Median Break must be closed and removed upon the occurrence of certain events. Upon the removal of the Median Break, the Entrance shall become an interim "right-in" - "right-out" entrance until the construction of the Interchange. Once the Interchange is constructed the Entrance is to be permanently removed.

The triggers for the proffered conditions which require the Median Break to be closed have been met. The first condition is that Battlefield Parkway is connected as a public street from the Property to the Potomac Crossing Community. Secondly, construction of at least two lanes of Battlefield Parkway from the Potomac Station Drive to Fort Evans Road must be completed. The Zoning Administrator has notified the Applicant that the triggers for the proffered conditions have been met. The Zoning Administrator has deferred action that requires the Owner to immediately close the entrance while this proffer amendment application is being processed.

Therefore, TLZM 2011-0004 is a request by the Applicant to amend the ZM-154 proffers to delay the closure and removal of the Median Break until such time as either:

- A traffic study demonstrates that the Median Break operates or is proposed to operate at or below a "D" Level of Service; or,

- Until such time as the construction for the future grade-separated intersection of Battlefield Parkway and Route 7, East Market Street begins.

II. Zoning History: The property was rezoned from R-E (Single family residential estate) to PRC (Planned Residential Community) in June of 1994. This rezoning was ZM-134, Harper Park. The property consisted of 270.15 acres and allowed 752 dwelling units and a mixed use center with a maximum density of 466,286 square feet, with a minimum density of 400,000 square feet. ZM-134 included proffers which phased the development of the property, included monetary contributions, provided dedication of land for a school site, and included a variety of road improvements and dedication of land for future road improvements.

ZM-134 was subsequently amended by ZM-147, Potomac Station PRC, in December of 1995. This amendment principally dealt with the dedication of the school site.

ZM-154, Potomac Station Retail, amended ZM-147 in June of 1998. The amendment created separate proffers only applicable to Mixed Use Parcels A and B. Included in the ZM-154 proffers were the phased development of the two non-residential mixed-use land bays, analysis for the Battlefield Parkway and Route 7 interchange design and dedication of land, monetary contributions, and a variety of road improvements and dedication of land.

It is important to note that Mixed Use Parcel A was the subject of another concept plan and proffer amendment, TLZM 2006-0011, Market Square at Potomac Station. This detailed concept plan and proffer amendment only affects a portion of Mixed Use Parcel A by creating a separate concept plan and proffers only applicable to a portion of Mixed Use Parcel A.

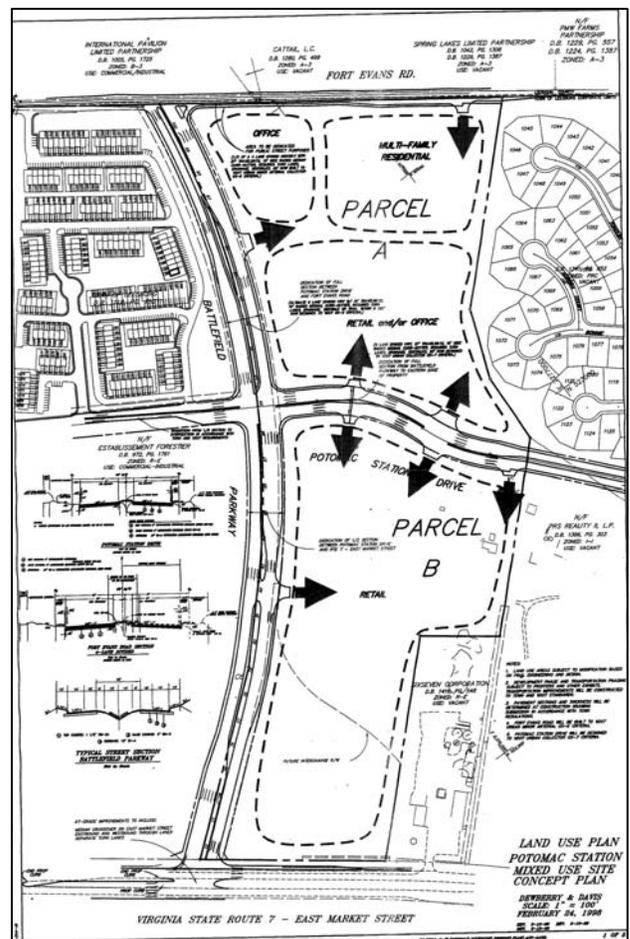


Figure 1, ZM-154 Concept Plan

To summarize, the 270.15 acre property was rezoned to the PRC district with a “bubble” concept plan simply containing residential and commercial land bays without detailed site layouts. This original rezoning has been amended on three (3) separate occasions: ZM-147, ZM-154, and TLZM-2006-0011. The Property is currently subject to the proffers of ZM-154.

III. Current Site Conditions: The property is situated along Battlefield Parkway, between Potomac Station drive to the north, and Route 7 to the south, see Figure 1. The property has a single point of access from Battlefield Parkway, and three points of access from Potomac Station Drive. Figure 2 depicts the access point which will require signalization in the future. While the property appears to be a fully developed commercial center, there is undeveloped density available to the owner. There are a number of alternatives redevelopment can occur on the property, including by not limited to pad sites, building additions, or demolition and construction of new buildings. There are no new proposed development plans pending at this time.



Figure 2, Site Conditions



Figure 3, Signal Location

IV. Uses on Adjacent Properties nearest the Amended Areas: The property is bounded to the west by Battlefield Parkway and a vacant property zoned R-E referred to as the Forestier Property. To the north is the Mixed Use Parcel A, part of the Potomac Stations PRC mixed use center. To the west is John W Tolbert Elementary School, zoned R-E. To the south is Route 7 and the approved Leesburg Auto Park zoned I-1.

Direction	Existing Zoning	Current Use	Town Plan Land Use Designation
North	PRC	Partially developed with a bank	Community Commercial
East	R-E	Elementary School	Major Institutional
South	I-1	Vacant	Regional Office
West	R-E	Vacant	Community Office

Table 1, Adjacent Land Uses

V. Staff Analysis

A. Town Plan Compliance: The Applicant is not proposing any substantial changes which would impact *Town Plan* goals and objectives. The application consists of a proffer amendment that affects the timing of a transportation improvement. Therefore, there are no material impacts to *Town Plan* goals and objectives.

B. Transportation Analysis:

Median Break: The triggers of a conditional proffer that closes the Battlefield Parkway median break have already been met and therefore require the closure and removal of that median break unless that proffer is amended. This application would postpone that closure by including a proffer that bases the need for a closure on actual traffic management conditions rather than the occurrence of an event. The amended proffer proposed that that traffic scoping meetings shall be held on a three year basis beginning January of 2017. The scoping meetings will be used to determine the extent of updated intersection analysis. This also accommodates the Applicant's desire to communicate with lessees as to how long the Entrance shall remain open. Prior to the construction of the Interchange, and as long the Median Break operates at a Level of Service (LOS) "D" or better, the Median Break shall remain. If updated intersection analysis results in a finding of a LOS below "D", the Applicant shall be required to close and remove the Median Break. The Entrance would then result in a "right-in" "right-out" configuration, *until* the construction of the Interchange, in which case the Entrance shall be completely closed (see discussion below). There are no transportation related issues with the required analysis included in the proffers.

Entrance Closure: Also retained from the ZM-154 proffers is the requirement to permanently close the Entrance, Proffer 2.C. The VDOT referral comment letter and subsequent discussions have stressed the importance in retaining this proffer. The ultimate design of the Interchange is unknown at this time and without this proffer there is the possibility of creating a constraint for the future design of the Interchange's NE quadrant exit ramp and the spacing to the Entrance. In recognition of this concern, Applicant requests an amendment to old Proffer 2.C to allow an opportunity for the Applicant to retain the Entrance, *if* the Interchange's exit ramp design and the Entrance are determined by VDOT to meet VDOT design requirements. There are no transportation related issues with inclusion of this proffer condition.

C. Utilities: The Department of Utilities has no principal objections to the application.

D. Site Design: There are no immediate design and or layout issues that would affect the property. Upon approval and commencement of the construction of the Interchange, the Entrance would have to be removed altogether, unless it is demonstrated that there are no design conflicts with the exit ramp for the future Interchange. Demonstration of adequate separation of the Interchange's exit ramp

and the Entrance would have to be provided via an engineered study jointly approved by VDOT and the Town of Leesburg.

E. Proffers: After several exchanges of draft proffers, Staff and the Applicant have resolved potential conflicts. To summarize the Applicant's proffers:

- i. Uses and Density: This proffer amendment will create proffers unique to the Applicant's property, Mixed Use Center Parcel B. The Mixed Use Center, Parcels A & B, under ZM-154, was approved with a maximum of 400,000 square feet of nonresidential uses. The Mixed Use Center Parcel A was amended by TLZM 2006-0011 and separate and unique proffers for Parcel A. Taking the comprehensive maximum density for the Mixed Use Center and subtracting the density approved for Parcel A, the remaining permissible nonresidential uses is 312,286 square feet. Therefore, this proffer memorializes the development density of Mixed Use Center Parcels as 312,286 square feet.
- ii. Potomac Station Drive: This proffer limits access to Potomac Station Drive to three points and as shown on the Concept Plan.
- iii. Battlefield Parkway Median Break Analysis: This proffer includes the requirements for scoping meeting to determine the extent of updated traffic impact analysis and sets a LOS standard of "D" or better.
- iv. Battlefield Parkway Median Break Closure: This proffer describes the triggers used to determine the closure of the Median Break.
- v. Battlefield Parkway Entrance Closure: This proffer describes the triggers used to determine the closure of the Entrance, and possible retention meeting certain criteria.
- vi. Noticing Requirements: This proffer requires certain notification and posting of signs regarding the closure of the Median Break and Entrance.
- vii. Potomac Station Drive Traffic Signal: Requires signal warrant analysis upon the closure of the Median Break in the event the closure occurs prior to further development in Mixed Use Parcel A.
- viii. Fire and Rescue Contribution: This proffer includes a contribution to fire and rescue services in the event additional building square footage is constructed on the property.
- ix. Design Review: This proffer requires review of future site plans and building elevation within the review of the H-2 design guidelines.

Staff recommends approval of the proposed proffer amendments.

VI. Approval Criteria: Zoning Ordinance Section 3.3.15 establishes the following criteria for the Planning Commission and Town Council to use, in addition to other reasonable considerations, in making their decision regarding approval or

disapproval of a zoning map amendment application. Listed below are the specific criteria with staff response.

- *“Consistency with the Town Plan, including but not limited to the Land Use Compatibility policies; and”*

There are no significant changes to the proposed use of the property and any required public improvements. Therefore, Staff finds that the proposed proffer amendments would be consistent with Town Plan goals, objectives and policies.

- *“Consistency with any binding agreements with Loudoun County, as amended, or any regional planning issues, as applicable; and”*

There are no binding agreements or regional planning issues pertinent to this application.

- *“Mitigation of traffic impacts, including adequate accommodation of anticipated motor vehicle traffic volumes and emergency access; and”*

The proposed proffers include periodic analysis of the median break intersection operation and would require closing of the median break if unacceptable levels of service exist or are proposed. The Applicant’s proffers adequately mitigate potential impacts on adjacent roadways.

- *“Compatibility with surrounding neighborhood and uses; and”*

There are no proposed changes to approved land uses or density. Although there is unused density, allowing future development on the Property, there are no inherent or perceived compatibility issues.

- *“Provision of adequate public facilities.”*

The proposed development will not overburden existing utilities. Adequate water, sewer, and storm drainage capacity exists in the on-site and adjacent infrastructure.

IV. Recommendation and Revisions or Conditions:

Staff recommends **approval** of application.

VII. Sample Planning Commission Draft Motions

Approval

I move that the Proffer Amendment for TLZM 2011-0004, Potomac Station Retail, be forwarded to the Town Council with a recommendation of **approval**, on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have been satisfied and that the proposal would serve the public necessity, convenience, general welfare and good zoning practice.

Denial

I move that the Proffer Amendment for TLZM 2011-0004, Potomac Station Retail, be forwarded to the Town Council with a recommendation of **denial** on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have not been satisfied due to the following reasons

VIII. Attachments

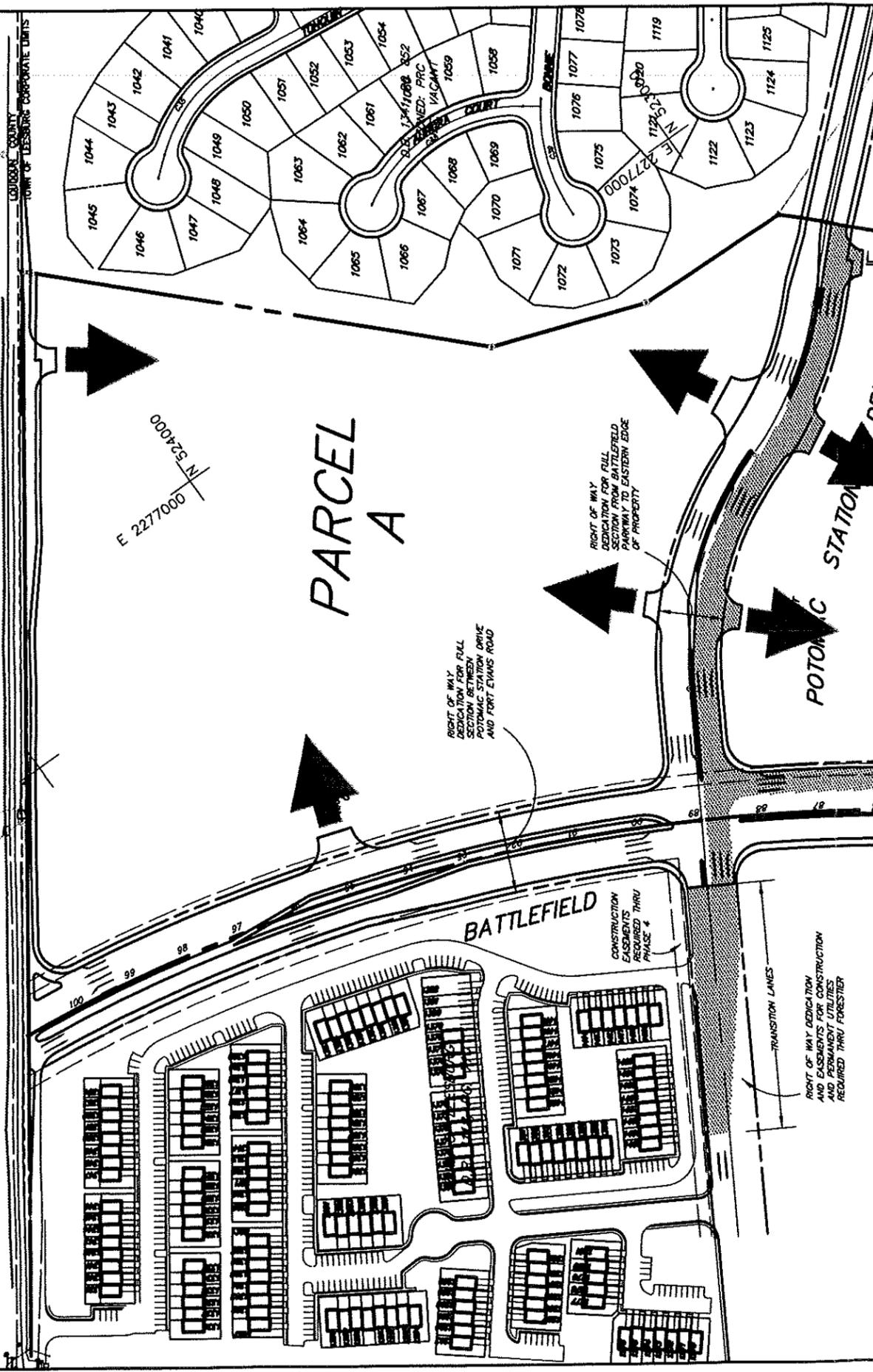
- a. Potomac Station Mixed Use Site Concept Plan, Sheets 2-5, last dated April 30, 2012, Dewberry & Davis.
- b. Draft Proffers dated November 15, 2012
- c. Applicant's Statement of Justification
- d. ZM-154 Proffers

INTERNATIONAL PAVILION
LIMITED PARTNERSHIP
D.B. 1005, PG. 1725
ZONED: B-3
USE: COMMERCIAL/INDUSTRIAL

CATTAIL, L.C.
D.B. 1280, PG. 498
ZONED: A-3
USE: VACANT

SPRING LAKES LIMITED PARTNERSHIP
D.B. 1042, PG. 1308
D.B. 1229, PG. 1387
ZONED: A-3
USE: VACANT

N/F
PMW FARMS
PARTNERSHIP
D.B. 1229, PG. 557
D.B. 1224, PG. 1387
ZONED: A-3



FORT EVANS RD.

E 2277000
N 524000

PARCEL A

POTOMAC STATION DRIVE

PARKWAY

PARCEL B

E 2275000
N 53000

AT-GRADE IMPROVEMENTS TO INCLUDE:
MEDIAN CROSSOVER ON EAST MARKET STREET
CONSTRUCTION AND SPRING TURN LANE
AND CLOSING OF BREAK TO THE WEST
OF INTERSECTION

EASEMENTS FOR
CONSTRUCTION AND
PERMANENT UTILITIES
REQUIRED THRU FORESTIER

N/F
ESTABLISSEMENT FORESTIER
D.B. 972, PG. 1761
ZONED: R-E
USE: COMMERCIAL-INDUSTRIAL

RIGHT OF WAY DEDICATION
AND EASEMENTS FOR CONSTRUCTION
AND PERMANENT UTILITIES
REQUIRED THRU FORESTIER

CONSTRUCTION
EASEMENTS
REQUIRED THRU
PHASE 4

RIGHT OF WAY
DEDICATION FOR FULL
SECTION BETWEEN
POTOMAC STATION DRIVE
AND FORT EVANS ROAD

RIGHT OF WAY
DEDICATION FOR FULL
SECTION BETWEEN
SECTION 1 TO EASTERN EDGE
OF PROPERTY

RIGHT OF WAY
DEDICATION FOR 1/2 SECTION
BETWEEN POTOMAC STATION DRIVE
AND RYE 7 - EAST MARKET STREET

SIXSEVEN CORPORATION
D.B. 1416, PG. 548
ZONED: R-E
USE: VACANT

N/F
PRS REALITY II, L.P.
D.B. 1386, PG. 303
ZONED: I-1
USE: VACANT

POTOMAC STATION
PRELIMINARY PLAT
PHASE 1
TRANSPORTATION IMPROVEMENTS
DEWBERRY & DAVIS
SCALE: 1" = 100'
JANUARY 2, 1999

VIRGINIA STATE ROUTE 7 - EAST MARKET STREET

INTERNATIONAL PAVILION
LIMITED PARTNERSHIP
D.B. 1005, PG. 1725
ZONED: B-3
USE: COMMERCIAL/INDUSTRIAL

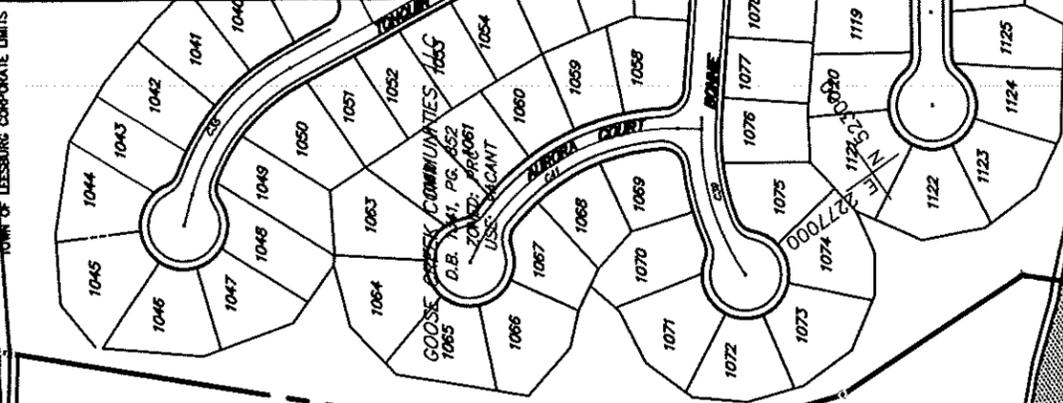
CATTAIL, L.C.
D.B. 1280, PG. 498
ZONED: A-3
USE: VACANT

SPRING LAKES LIMITED PARTNERSHIP
D.B. 1042, PG. 1308
D.B. 1224, PG. 1387
ZONED: A-3
USE: VACANT

N/F
BMW FARMS
PARTNERSHIP
D.B. 1229, PG. 557
D.B. 1224, PG. 1387
ZONED: A-3

FORT EVANS RD.

LOUISIANA COUNTY
TOWN OF DESSURE CORPORATE LIMITS



E 2277000
N 534000

DEDICATION AND CONSTRUCTION
OF 1/2 SECTION (WITH RESIDENTIAL
BUILD-OUT)

PARCEL A

EASTERN 2 LINES TO BE
BUILT W/ NON-RESIDENTIAL
BUILD-OUT

TRANSITION FROM 1/2 SECTION
TO INTERSECTION IN ACCORDANCE
WITH TOWN AND VDOT
REQUIREMENTS

N/F
ESTABLISSEMENT FORESTIER
D.B. 972, PG. 1761
ZONED: R-E
USE: COMMERCIAL-INDUSTRIAL

E 2275000
N 53000

POTOMAC STATION DRIVE

PARCEL B

SIXSEVEN CORPORATION
D.B. 1416, PG. 548
ZONED: R-E
USE: VACANT

N/F
PRS REALITY II, L.P.
D.B. 1386, PG. 303
ZONED: I-1
USE: VACANT

FUTURE INTERCHANGE R/W

POTOMAC STATION
BATTLEFIELD PARKWAY
PRELIMINARY PLAT

PHASE 2
TRANSPORTATION IMPROVEMENTS

DEWBERRY & DAVIS
SCALE: 1" = 100'
JANUARY 7, 1999

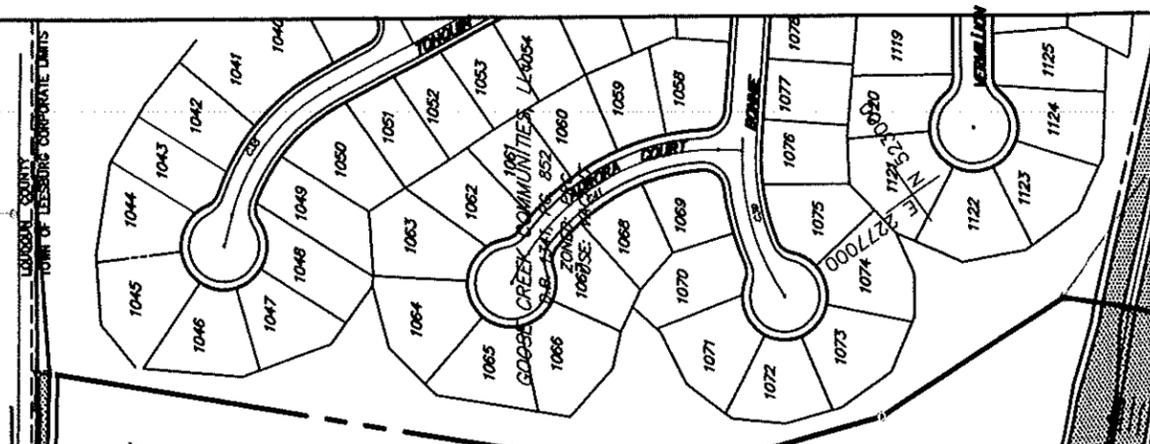
VIRGINIA STATE ROUTE 7 - EAST MARKET STREET

INTERNATIONAL PAVILION
LIMITED PARTNERSHIP
D.B. 1005, PG. 1725
ZONED: B-1
USE: COMMERCIAL/INDUSTRIAL

CATTAIL L.C.
D.B. 1280, PG. 498
ZONED: A-3
USE: VACANT

SPRING LAKES LIMITED PARTNERSHIP
D.B. 1042, PG. 1308
D.B. 1229, PG. 1387
ZONED: A-3
USE: VACANT

N/F
PMW FARMS
PARTNERSHIP
D.B. 1229, PG. 557
D.B. 1224, PG. 1387
ZONED: A-3



FORT EVANS RD.

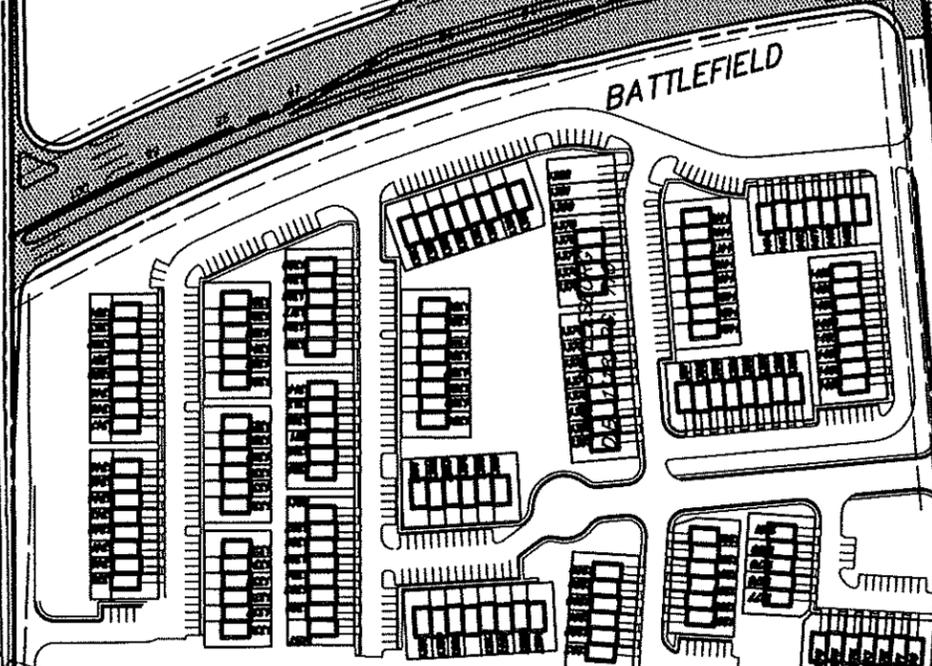
PARCEL A

PARCEL B

POTOMAC STATION DRIVE

BATTLEFIELD PARKWAY

PARKWAY



TRANSITION FROM 1/2 SECTION TO INTERSECTION IN ACCORDANCE WITH TOWNSHIP MOOT REQUIREMENTS

N/F
ESTABLISSEMENT FORESTIER
D.B. 972, PG. 1761
ZONED: R-E
USE: COMMERCIAL-INDUSTRIAL

E 2275000
N 523000

SIXSEVEN CORPORATION
D.B. 1416, PG. 548
ZONED: R-E
USE: VACANT

N/F
PRS REALTY II, L.P.
D.B. 1386, PG. 303
ZONED: I-1
USE: VACANT

FUTURE INTERCHANGE R/W

TRANSPORTATION
PHASE 3
POTOMAC STATION
MIXED USE SITE
CONCEPT PLAN

DEWBERRY & DAVIS
SCALE: 1" = 100'
FEBRUARY 24, 1998

VIRGINIA STATE ROUTE 7 - EAST MARKET STREET

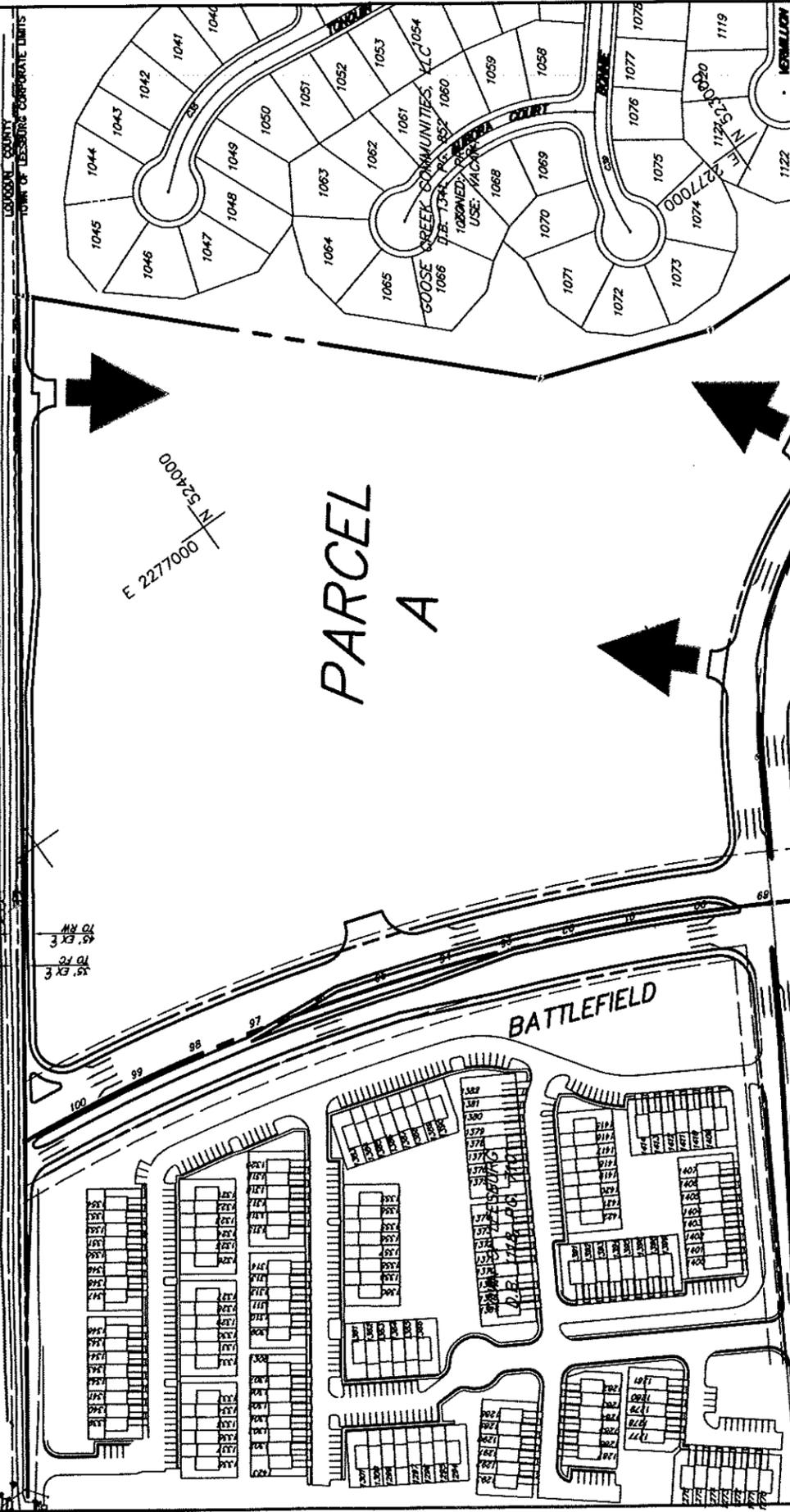
INTERNATIONAL PAVILION
LIMITED PARTNERSHIP
D.B. 1005, PG. 1725
ZONED: B-3
USE: COMMERCIAL/INDUSTRIAL

CATTAIL, L.C.
D.B. 1280, PG. 488
ZONED: A-3
USE: VACANT

SPRING LAKES LIMITED PARTNERSHIP
D.B. 1042, PG. 1308
D.B. 1229, PG. 1387
ZONED: A-3
USE: VACANT

FORT EVANS RD.

N/F
PMW FARMS
PARTNERSHIP
DB 1229, PG 557
DB 1224, PG 1387
ZONED: A-3



PARCEL A

PARCEL B

POTOMAC STATION DRIVE

BATTLEFIELD

PARKWAY

VIRGINIA STATE ROUTE 7 - EAST MARKET STREET

PROPOSED AND 1/2 SECTION BY
TOWN AND NOT REQUIRMENTS

N/F
ESTABLISSEMENT FORESTIER
D.B. 972, PG. 1781
ZONED: R-E
USE: COMMERCIAL-INDUSTRIAL

SIXSEVEN CORPORATION
D.B. 1418, PG. 548
ZONED: R-E
USE: VACANT

N/F
PRS REALITY II, L.P.
D.B. 1386, PG. 303
ZONED: I-1
USE: VACANT

EX EMIT FOR FUTURE
HIGHWAY INTERCHANGE
D.B. 973, PG. 1

FUTURE INTERCHANGE R/W

TRANSPORTATION
PHASE 4
POTOMAC STATION
MIXED USE SITE
CONCEPT PLAN

DEWBERRY & DAVIS
SCALE: 1" = 100'
FEBRUARY 24, 1998

END PROP
CARD

**POTOMAC STATION RETAIL
TLZM 2011-0004
PROFFER STATEMENT
December 20, 2012**

Pursuant to Section 15.2-2303 et seq. of the Code of Virginia (1950), as amended, and Section 3.3.16 of the Zoning Ordinance of the Town of Leesburg (the “Zoning Ordinance”), Potomac Station (E&A), L.L.C., a Virginia limited liability company, (hereinafter referred to as the “Applicant”), who is the applicant herein and owner of approximately 19.00 acres of land described in the Loudoun County tax records as PIN 148-27-0709 and PIN 148-16-4540, collectively, (hereinafter referred to as the “Property” or “Mixed Use Parcel B”) who is seeking approval by the Town of Leesburg (hereinafter referred to as the “Town”) of an amendment of the concept plan and proffers applicable to the Property as approved by the Town in Rezoning Application TLZM-134, as amended in Rezoning Applications TLZM-147 and TLZM-154, hereby submits the following voluntary proffers which are contingent upon Town Council approval of the above-referenced amendment of the concept plan and proffers. Consistent with TLZM 2006-0011, these proffers and this amendment do not apply to the residential portion of the Potomac Station Planned Residential Community (“PRC”) or to Mixed Use Parcel A. These proffers shall replace all prior proffers in effect for the Property.

1. Permitted Uses and Development Density: The Property may be developed with a maximum of 160,000 square feet of the non-residential uses described in Section 8.5.2.A and Section 8.5.3 of the Zoning Ordinance, but those uses which require special exception approval pursuant to Section 8.5.3 shall continue to require special exception approval before they may be developed on the Property. However, in

no event shall only one use be permitted on the Property. The Property shall be developed in substantial conformance with the Zoning Ordinance, applicable Town land development regulations, and the Market Station at Potomac Station Concept Plan, Sheets 1 through 5, dated February 24, 1998, as revised June 19, 1998, prepared by Dewberry and Davis, LLC, and incorporated herein by reference (hereinafter referred to as the “Concept Plan”), which shall control the use, layout and configuration of development on the Property, with reasonable allowances to be made for engineering and design alteration and to meet Town zoning, subdivision and land development regulations, except as specifically modified in this application, TLZM 147 or TLZM 154. Waivers and/or modifications may be granted provided that such waivers and/or modifications are in substantial conformance with these proffers, the Concept Plan and TLZM 147 or TLZM 154.

2. Potomac Station Drive: Access to Mixed Use Parcel B from Potomac Station Drive shall be limited to the access points shown on the Transportation Plan, Sheets 2 through 5 of the Concept Plan.

3. Battlefield Parkway Median Break, Analysis: The Battlefield Parkway Median Break providing access to Mixed Use Parcel B shall be limited to the access point shown on the Transportation Plan, Sheets 2 through 5 of the Concept Plan (the “Battlefield Parkway Median Break”). The Battlefield Parkway Median Break shall remain in place, subject to the following conditions and limitations:

a. Traffic Impact Analysis Scoping Meetings: The Applicant shall schedule traffic impact analysis scoping meetings at least ninety days prior to January 1, 2017, and at least ninety days prior to January 1st of each third year thereafter. The

purpose of the scoping meetings is to determine the extent to which the January 2017 TIA and any subsequent analyses, shall be updated to document the Level of Service of Battlefield Parkway at the Battlefield Parkway Median Break and the influences of the Battlefield Parkway Median Break on the intersections at Battlefield Parkway and Potomac Station Drive and Battlefield Parkway and Route 7 (the “Scoping Document”). The Scoping Document is to be prepared and signed by the Applicant and a qualified Town representative for use by the Applicant in preparing the traffic impact analysis to be submitted no later than January 1, 2017, and no later than January 1st of every third year thereafter until such obligation ceases as provided below (the “TIA”). The requirement for the Scoping Document and any required TIA shall expire when the grade-separated Battlefield Parkway and Route 7 interchange has been constructed by others and is open for public use, or a determination is made in any TIA that the Level of Service (“LOS”) will be less than LOS “D” at the entrance to Mixed Use Parcel B from the Battlefield Parkway Median Break.

4. Battlefield Parkway Median Break, Closure: The Applicant shall close and remove the Battlefield Parkway Median Break when any of the following scenarios occur:

a. In conjunction with the approval of a site plan and construction of a grade-separated Battlefield Parkway/Route 7 interchange by others and opening of such interchange for public use; or

b. The TIA estimates the LOS for the Mixed Use Parcel B access at the Battlefield Parkway Median Break will be less than LOS “D”.

5. Battlefield Parkway Entrance Closure: The Battlefield Parkway Entrance point into Mixed Use Parcel B shall be permanently closed upon the construction of the Battlefield Parkway/Route 7 interchange by others and opening of such interchange for public use. However, the right-in and right-out entrance may be permitted upon the expressed written consent from both VDOT and the Town of Leesburg, whereby an engineered design demonstrates adequate vehicular movements meeting applicable VDOT design standards.

6. Noticing Requirements: In order to ensure tenants and other users of the non-residential development on Mixed Use Parcel B are fully cognizant of future removal of the Battlefield Parkway Median Break and traffic signal, the Applicant shall insert appropriate disclosure language into any and all leases, condominium documents, deeds of conveyance, or other appropriate instruments advising of this future event and shall install appropriate signage at this entrance point advising any and all persons of the future median break and traffic signal removal.

7. Potomac Station Drive Traffic Signal: Upon closure of the Battlefield Parkway Entrance the Applicant shall provide a signal warrant analysis for the possible traffic signal at the common median break entrance to Mixed Use Parcels A and B from Potomac Station Drive, as depicted on the Concept Plan, and referenced in TLZM-154. The Applicant shall bond and construct the traffic signalization at the common median break entrance upon a determination that applicable VDOT traffic signal warrants have been met by vehicle trips to and from Mixed Use Parcel B. However, the warrant analysis and construction of the traffic signal do not apply in the event the traffic signal is constructed by others.

8. Fire and Rescue Facilities: Subject to the limitations set forth below, the Applicant agrees to make certain non-refundable cash donations for the benefit of fire and rescue facilities providing service to the Property, which monies will be paid by the Town to fund such facilities. For permitted non-residential development on the property, the Applicant agrees to make a cash contribution to the Town, upon issuance of an occupancy permit, in the amount of Ten cents (\$0.10) per gross square foot of building constructed on the Property. Such contributions shall escalate on an annual basis in accordance with the Consumer Price Index utilizing 2012 as the base year.

9. Site Development Plans: As portions of Mixed Use Parcel B are approved by site plans for non-residential uses, the Applicant will submit the proposed building elevations and proposed building materials to the Town Board of Architectural Review for consistency review with the H-2 Corridor Design Guidelines.

The undersigned hereby warrants that all owner of a legal interest in the Property have signed this Proffer Statement and that they have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Witness the following signatures and seals this ___ day of _____, 2012.

POTOMAC STATION (E&A), L.L.C.,
a Virginia limited liability company

By: _____

STATE OF

CITY/COUNTY OF _____, to-wit:

I, _____, a Notary Public in and for the State and County aforesaid, do hereby certify that _____, _____ of Potomac Station (E&A), L.L.C., has signed the foregoing writing which is dated _____, and has this day acknowledged the same before me in the aforesaid State and County.

Given under my hand this _____ day of _____, 2012.

Notary Public

My Commission Expires:
Notary Registration No.:

POTOMAC STATION RETAIL

TLZM 2011-00__

STATEMENT OF JUSTIFICATION

On June 30, 1998, the Leesburg Town Council (the "Town") approved TLZM-154, Potomac Station Retail, a concept plan and proffer amendment filed to amend the proffers (the "Approved Proffers") and concept plan for TLZM-134, Harper Park, and TLZM-147, Potomac Station, described as the Land Use Plan, Potomac Station Retail Mixed Use Site Concept Plan dated February 24, 1998, as revised June 19, 1998, prepared by Dewberry & Davis (the "Approved Concept Plan"). The Approved Proffers state on pages 14-15 in Proffer 2, Roadway Improvements, B.iv.b., as follows:

- b. Access to Mixed Use Parcel A and interim access to Mixed Use Parcel B from Battlefield Parkway at Phase III shall be allowed as shown on the Transportation Plan. Prior to approval of a Final Development Plan for Phase III construction, the Applicant shall submit a transportation study analyzing the projected "left-in and left-out" vehicle trips entering and exiting Mixed Use Parcel B from the proposed Battlefield Parkway median break. Should this transportation study reveal that these vehicle trips are such that a Level of Service (LOS) "C" or better condition will not exist at this median break, the Applicant shall, as a part of its Phase III development, permanently close this median break, without compensation and at no cost to the Town or VDOT, thereby allowing for only "right-in" and "right-out" vehicle trips to exist at this Battlefield Parkway entrance point. Notwithstanding the foregoing, this median break allowing for "left-in" and "left-out" vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance point shall be closed at such time as Battlefield Parkway is connected as a public street from the Property to the Potomac Crossing residential community. In order to ensure that tenants and other users of the non-residential development on Mixed Use Parcel B are fully cognizant of this possible closure of the median break in Battlefield Parkway at this entrance point, the

Applicant shall insert appropriate disclosure language into any and all leases, condominium documents, deeds of conveyance, or other appropriate instruments advising of this possible event and shall install appropriate signage at this entrance point advising any and all persons of this possible median break closure.

This application proposes to revise the Approved Proffers to permit retention of the median break allowing “left-in” and “left-out” vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance through December 31, 2020, as long as the Route 7/Battlefield Parkway Intersection remains at-grade. The Approved Proffers are proposed to be revised to state as follows:

Prior to January 1, 2021, a transportation study will be submitted to the Town to analyze the projected 2030 left-in and left-out vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance. In the event the transportation study concludes that left-in and left-out vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance cause the Level of Service at such intersection to fall below LOS D at the median break, then the median break allowing left-in and left-out vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance shall be closed without receipt of compensation thereby allowing for only right-in and right-out vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance point.

This application proposes additional amendments of the Approved Proffers stating, prior to commencement of construction of the grade-separated East Market Street/Battlefield Parkway grade-separated interchange, a study consistent with the parameters described below will be submitted to the Town to determine whether the Mixed Use Parcel B Battlefield Parkway entrance may remain open. The revised Approved Proffers state, the study shall be completed prior to opening the East Market Street/Battlefield Parkway grade-separated interchange to public access. The Approved Proffers are proposed to be revised to state as follows:

The Battlefield Parkway median break and entrance point into Mixed Use Parcel B shall remain open after December 31, 2020, in the event it is determined in a transportation study submitted to the Town prior to December 31, 2020, that at the time of commencement of construction, the Route 7/Battlefield Parkway Grade-Separated Interchange ramps providing Market Street access to and from Battlefield Parkway, will be sufficiently removed from the median break providing left-in and left-out vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance, to provide safe vehicle movements on Battlefield Parkway between the gore point of the East Market Street ramps and the Mixed Use Parcel B Battlefield Parkway entrance. Prior to opening of the Route 7/Battlefield Parkway Grade-Separated Interchange for public access, a transportation study shall be submitted to the Town analyzing the vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance to Mixed Use Parcel B to determine that the level of service at such intersection will not fall below a LOS D at the time the Route 7/Battlefield Parkway Grade-Separated Interchange is open for public access.

Consistent with the foregoing, the Owner of Mixed Use Parcel B has enclosed revised proffers drafted to effect the proffer amendments described above. The Approved Concept Plan need not be revised for approval of the proposed revisions of the Approved Proffers because no new development in Mixed Use Parcel B is proposed by this application.

Due to the limited scope of this application to revise the Approved Proffers, the Owner of Mixed Use Parcel B has requested waiver of the following submission requirements:

1. Existing Conditions Plan. This application proposes no changes to Land Bay B that has been developed consistent with approved site plans.
2. Concept Plan. Many, but not all of the requirements stated in Zoning Ordinance Section 3.3.6.E are addressed on the Approved Concept Plan. Since Parcel B depicted on the Approved Concept Plan has been fully developed consistent with approved Town Site Plans, all information required by features 1-22 set forth in Zoning Ordinance Section 3.3.6.E. is provided

either on the Approved Concept Plan or on approved site plans. Since this application proposes to revise only the Approved Proffers, there is no need to provide all of features 1-22 on the enclosed Concept Plan.

3. Rezoning Plat. For the same reasons stated above in response to the Concept Plan submission requirements, there is no need to include a rezoning plat with this application. No rezoning is proposed and no revisions to the Approved Concept Plan are required to revise the Approved Proffers.

4. Fiscal Impact Analysis. Parcel B illustrated on the Approved Concept Plan has been developed with tax-generating uses that are fiscally positive for the Town of Leesburg. Retention of the median break in Battlefield Parkway will continue to allow patrons to more freely access uses developed on Potomac Station Parcel B, thereby providing increased tax revenue to the Town of Leesburg. Retention of the existing shopping center access to Battlefield Parkway is so clearly fiscally beneficial to the Town of Leesburg that no fiscal impact analysis is required.

5. Conceptual Grading Plan. No conceptual grading plan is required for this application because no new development of Parcel B is proposed. Revision of the Approved Proffers to permit retention of the existing left-in and left-out median break in Battlefield Parkway for Parcel B will not result in any land-disturbing activity.

6. Archeological/Historic Information. Approval of the proposed revision of the Approved Proffers will not impact archeological or historic resources. Parcel B is developed pursuant to previously approved concept plans and site plans.

Based on the foregoing, the Applicant requests pursuant to Zoning Ordinance Section 3.3.7 waiver of submission requirements for Section 3.3.6 items D, E, H, J, K and M. All other submission materials have been included with this application.

In response to requirements of Section 3.3.6.F and G of the Town Zoning Ordinance, the Applicant has submitted a Traffic Impact Analysis by Wells & Associates, Inc., that includes the following conclusions:

1. Each approach of the Potomac Center Driveway intersection on Battlefield Parkway currently operates at LOS "C" or better during both the AM and PM peak hours. Overall, the intersection operates at LOS "A" and "B" during the AM and PM peak hour.
2. In 2020 and 2030, each approach of the Potomac Center Driveway intersection on Battlefield Parkway would continue to operate at LOS "C" or better during both the AM and PM peak hours.
3. Approaches of the Route 7 intersection with Battlefield Parkway currently operate and will continue to operate at unacceptable LOS during both the AM and PM peak hour.
4. Each approach of the Potomac Station Drive intersection with Battlefield Parkway currently operate and will continue to operate at LOS "C" or better during the AM and PM peak hours.
5. In 2020, southbound vehicle queues on Battlefield Parkway extending from the Route 7 intersection and northbound queues extending south from Potomac Station Drive would not affect the operation of the Potomac Center Driveway intersection during both the AM and PM peak hour. The 95th percentile queue for individual lane groups would not extend through the Potomac Center Driveway intersection.
6. In 2030, the 95th percentile queue for individual lane groups on southbound Battlefield Parkway would extend north to the Potomac Center Driveway intersection during the PM peak hour, potentially affecting the operation of Potomac Center Driveway.
7. In 2030, vehicles queues on Battlefield Parkway extending south from Potomac Station Drive would not affect the operation of Potomac Center Driveway.

The enclosed Traffic Impact Analysis includes the following recommendations:

1. "Left-in" and "Left-out" turning movements should be permitted at the Potomac Center Driveway (Mixed Use Parcel B entrance point)/Battlefield Parkway intersection through 2020 as long as the Route 7/Battlefield Parkway intersection remains at-grade.
2. In 2020, the Applicant shall submit a transportation study analyzing the projected "left-in and "left-out" vehicle trips entering and exiting Mixed Use Parcel B from the proposed Battlefield Parkway median break for 2030. Should this transportation study reveal that these vehicle trips are such that a Level of Service (LOS) "D" or better condition will not exist in 2030 at this median break, the Applicant shall permanently close this median break, without compensation and at no cost to the Town or VDOT, thereby allowing for only "right-in and "right-out" vehicle trips to exist at this Battlefield Parkway entrance point.

Based on the enclosed Traffic Impact Analysis, the Applicant proposes to revise the Approved Proffers as stated above. A proposed proffer revision is enclosed with this application.

The Applicant's proposed revision of the Approved Proffers is consistent with Town Plan policies. On September 14, 2005, after the June 30, 1998 approval of TLZM-154, Potomac Station Retail, Town Council revised the Town Plan to permit the grade-separated interchange at Battlefield Parkway and East Market Street to be a diamond-shaped interchange, rather than a full clover-leaf interchange. See Town Plan Roadway Network Policy Map. Construction of the grade-separated Battlefield Parkway/East Market Street Interchange as a diamond-shaped interchange allows construction of north and south side parallel access roads such as Russell Branch Parkway in close proximity to East Market Street. On December 14, 2010, Town Council approved TLTA 2010-0001, a Town Plan amendment to remove certain planned roadway improvements from the Road Network Policy Map and to amend various Town Plan text pertaining to these facilities, that included the following:

- Removal of the Russell Branch Parkway overpass allowing an at-grade connection of Russell Branch Parkway approximately 700 feet south of the planned ramps for access to Battlefield Parkway from East Market Street.
- Removal of the link of Trailview Boulevard south of Route 7 that was previously planned as an at-grade connection with Battlefield Parkway.

On February 7, 2011, Town Council considered a request by the owners of a six acre parcel (PIN 148-16-9914 [Bob Bunch and Joe Kitka]) located east of Parcel B and abutting East Market Street, to revise TLTA 2010-0001 to clarify that the local access for their six acre property as well as the parcel owned by Meadow Farms and the parcel owned by the Holiday Inn/Carradoc Hall could be obtained from Battlefield Parkway either through Parcel B at the existing signalized intersection of Battlefield Parkway or at another location. Town Council did not include language requested by the landowners, but stated a plan amendment was not required for such access to Battlefield Parkway. Town Council's determination is consistent with Town Council approval of TLTA 2010-0001 and the June 30, 1998 Town Ordinance approving TLZM-154, Potomac Station Retail, which also approved the following modification of Design and Construction Standards Manual requirements:

The Design and Construction Standards Manual modification is granted to allow for entrance onto Battlefield Parkway subject to the limitations and conditions set forth in the Proffers and Memorandum of Clarifications and as illustrated on the proffered Transportation Plan.

Based on the above-described Town Plan amendments and the Town Council approvals, retention of the existing Battlefield Parkway median break allowing for left-in and left-out vehicle trip movements at the Mixed Use Parcel B Battlefield Parkway entrance is consistent with the Town Plan policies.

Zoning Ordinance Section 3.3.6.F requires an applicant to address eight criteria in a statement of justification. As stated above, the Applicant has described the nature of the request and the Traffic Impact Summary. Since this application proposes to retain the existing median break allowing for left-in and left-out vehicle trips at the Mixed Use Parcel B Battlefield Parkway entrance point and does not propose new development there are no impacts on adjacent parcels. Since no changes are proposed to Mixed Use Parcel B, there is no necessity to calculate uses developed on Parcel B or to list the building floor area ratio of buildings constructed on Parcel B. The Applicant has addressed all other criteria stated in Section 3.3.6.F.

The proposed proffer amendment will allow a fiscally-positive developed project to continue as an attractive retail center that serves the needs of residents of Potomac Station as well as many other Town residents. The Traffic Impact Analysis concludes that connection of Battlefield Parkway to Edwards Ferry Road will not require closure of the existing median break allowing for left-in and left-out vehicle trips at the Mixed Use Parcel B Battlefield Parkway entrance point. The Applicant, its consultants, and representatives look forward to working with Town Staff, Town Planning Commission members and Town Council to approve this application.

PRESENTED: January 8, 2013

ORDINANCE NO. _____

ADOPTED: January 8, 2013

AN ORDINANCE: APPROVING CONCEPT PLAN AND PROFFER AMENDMENT TLZM 2011-0004, POTOMAC STATION PARCEL B, BY AMENDING ZM-154 TO DELAY THE CLOSING OF THE BATTLEFIELD PARKWAY MEDIAN BREAK, MEMORIALIZE THE DENSITY RESTRICTIONS AS ESTABLISHED BY ZM-154, AND CREATE A SINGLE SET OF PROFFERS APPLICABLE TO APPLICANT'S PROPERTY (PARCEL B)

WHEREAS, an application has been filed by Potomac Station (E&A), LLC for a proffer amendment to ZM-154 to delay the closing of the battlefield parkway median break, memorialize the density restrictions as established by ZM-154, and create a single set of proffers applicable to just the applicant's property, Parcel B of the Potomac Station mixed use center.

WHEREAS, a duly advertised Planning Commission public hearing was held on December 6, 2012; and

WHEREAS, at their regular meeting of December 6, 2012 the Planning Commission recommended conditional approval of this application to the Town Council; and

WHEREAS, the Town Council held a duly advertised public hearing on this application on January 8, 2013; and

WHEREAS, staff recommended approval; and

WHEREAS, the Council has concluded that the approval of the application would be in the public interest and in accordance with sound zoning and planning principles.

THEREFORE, ORDAINED by the Council of the Town of Leesburg in Virginia that Proffer Amendment TLZM 2011-0004, Potomac Station Parcel B, is approved subject to the proffers last dated December 20, 2012.

AN ORDINANCE: APPROVING CONCEPT PLAN AND PROFFER AMENDMENT TLZM 2011-0004, POTOMAC STATION PARCEL B, BY AMENDING ZM-154 TO DELAY THE CLOSING OF THE BATTLEFIELD PARKWAY MEDIAN BREAK, MEMORIALIZE THE DENSITY RESTRICTIONS AS ESTABLISHED BY ZM-154, AND CREATE A SINGLE SET OF PROFFERS APPLICABLE TO APPLICANT'S PROPERTY (PARCEL B)

PASSED this 8th day of January, 2013.

Kristen C. Umstattd, Mayor
Town of Leesburg

ATTEST:

Clerk of Council