



Date of Council Meeting: November 12, 2013

**TOWN OF LEESBURG
TOWN COUNCIL WORK SESSION**

Subject: ZMAP 2012-0021 Crosstrail; SPEX 2012-0047, Hotel; SPEX 2012-0048, Gas Pumps; SPEX 2012-0049, Outdoor Sales

Staff Contact: Susan Berry Hill, Director, Department of Planning and Zoning

Recommendation: Approval of Resolution

Issue: Is the attached resolution acceptable to send to the Loudoun County Board of Supervisors for the Public Hearing scheduled on November 13, 2013 for the Crosstrail rezoning/special exception applications?

Fiscal Analysis: The fiscal impact of the proposed Crosstrail development on Town has not been determined

Background:

The subject applications are in the Leesburg Joint Land Management Area (JLMA). To date, staff has sent two referral letters to the county staff on these applications on April 11 and July 10, 2013 (Attachment 1). The Town Council voted to endorse the comments in each of these letters before they were forwarded to the county.

On October 1, 2013, the Loudoun County Planning Commission voted to forward the Crosstrail applications to the Board of Supervisors with a recommendation of approval subject to the proffers and findings. Included with this staff memo are the proffers and the County staff's public hearing report for the item (Attachments 2 and 3).

At the October 21, 2013 Town Council work session, staff briefed Council of the status of the application at the County and asked Council three questions:

- Does Council want to adopt a utility agreement with the applicant prior to making a recommendation on the applications through adoption of a resolution?
- Does Council wish to provide a statement about incorporation of Crosstrail per Resolution 2005-102?
- Does Council wish to recommend denial based on the outstanding issues?

Further information from staff was requested on the utility issues and there was general consensus to send a resolution that emphasized Council's concerns with the application rather than to provide a definitive position about the application. The draft resolution (Attachment 4) states that the Council has concerns about the application for the reasons stated in the resolution.

Discussion about the Crosstrail proposal at the October 21 work session focused on the topics below and staff has provided additional information and clarifications.

1. Utility Service - The Crosstrail rezoning proposes to serve the project with utility service from the Town of Leesburg. The application shows two possible routes for wastewater service: a permanent “Southern Route” and a temporary “Northern Route” (Sheet 6 of 9 of the rezoning plan set prepared by Dewberry Consultants, LLC and dated 7-30-13). Town staff recommends the Southern Route which is consistent with the Town’s Utility Master Plan. Staff notes that the Lower Sycolin Creek Sewage Conveyance System Phase 1 improvements, including a pump station, forcemain and lines, have already been designed and constructed to serve the Lower Sycolin area. The decision to build this portion of the Lower Sycolin system was made a number of years ago at which time the representatives for the Crosstrail property stated a need to receive utility service through the southern route to serve development of the property. Moreover, these utility improvements were designed and built to accommodate the entire Crosstrail parcel. As such, the efficiency and effectiveness of the Lower Sycolin system is dependent upon connection from the Crosstrail property. Costs to date for the design and construction of the Lower Sycolin pump station and lines are approximately \$5 million.

The applicant prefers the Northern Route. The temporary Northern Route pump station and forcemain has not been designed nor has any infrastructure been built to support the proposal. While the Lower Sycolin Conveyance System Phases II and III (The Southern Route) are not constructed; the project is designed and documents are bid-ready in order to accommodate all Crosstrail development flows. The Northern Route, as proposed through the rezoning application, will cost the utility fund additional operation and maintenance costs that will be the responsibility of all the rate payers in the utility system. The applicant had submitted a draft utility service agreement to the Town dated August 30. This agreement was provided to Town Council in the September 23-24 packet and there is an updated staff memo and letter to the applicant’s representative in the November 12-13 meeting packet.

Staff recommends the Southern Route and this is reflected in the attached draft resolution for Council’s consideration.

2. Road Improvements – Town staff raised concerns in the two referrals provided to the County regarding phasing of road improvements and the Level of Service (LOS) for road improvements. The applicant has revised the proffers to indicate that the construction phasing for Hawling Farm Boulevard and related improvements will be done in a single phase prior to any development on the site. In addition, the supplemental traffic analysis provided by the applicant indicates that the intersection of Battlefield and Hawling can operate an acceptable LOS. Thus, the issues raised by town staff have been addressed.

There is a new issue on which Town Council may wish to weigh in. The applicant had previously proffered construction of an exit ramp from the Dulles Greenway or a \$1 million regional road contribution per guidelines in the Revised General Plan and Countywide Transportation Plan. The applicant has now proposed to construct only the exit ramp. County

staff is currently recommending to the Board of Supervisors that both proffers are warranted and recommends that the regional proffer money be directed to the following improvements to relieve existing and future traffic congestion:

1. Second westbound left-turn lane on Battlefield Parkway at Evergreen Mill Road
2. Southbound receiving lane on Evergreen Mill Road from dual westbound left-turn lanes on Battlefield Parkway
3. New traffic signal at Battlefield Parkway and Evergreen Mill Road
4. Extend northbound dual left-turn lanes on Sycolin Road at Battlefield Parkway.

Town staff is supportive of the County staff recommendations regarding provision of the exit ramp from the Greenway and proffered regional road contributions. Town staff is also supportive of the proposed list of possible road projects for which the regional road proffer money could be expended with the exception of #3. A traffic signal at Battlefield Parkway and Evergreen Mill Road has already been funded by VDOT and it is programmed for construction in fall, 2014. The other projects are all warranted because traffic generated by the Crosstrail development will significantly impact the Battlefield/Evergreen Mill Road intersection and staff is already receiving complaints from citizens about this intersection.

At the October 21 work session, Council asked staff to apply the Town Plan Appendix B to the Crosstrail proposal in an effort to compare regional road contribution recommendations between the Town and the County. Based on Appendix B, staff estimates these to be approximately 7.8M. (Note that if the application were in the town, staff would consider the total on *and* off-site transportation proffer package when making a recommendation about off-site improvements. As such, staff is not suggesting that the off-site transportation proffer amount should be 7.8 million.)

3. Stormwater - The referrals provided on this application to date have urged the applicant to provide additional data on stormwater management. The reason for this request is based on an assumption that Council would be pursuing the incorporation of this property. In that event, the property would be subject to Town standards for stormwater management. The Town's stormwater intensity factors are higher than the County's due to rain patterns in town versus rain patterns in the County. This rain differential results in a larger intensity factor which in turn, will result in larger footprints for stormwater management facilities. As such, the larger footprint of the stormwater facility may affect the layout of the proposed Crosstrail development. If a change in site layout is necessary, this may prompt a concept development plan amendment. Staff has requested this information to avoid this potential situation. Not knowing what the jurisdictional outcome of this property will be, staff has urged the applicant to use County *and* Town rain intensity factors to calculate both scenarios to assess whether the variable size of stormwater facilities will affect the site layout. If the site continues to remain under the County's jurisdiction, this is no longer a concern. If the property is ultimately incorporated, and the stormwater calculations require larger stormwater facilities, this issue would be dealt with at site plan.

4. Land Use – The proposed retail zoning is not consistent with the Town Plan designation for employment (office and light industrial). The proposal introduces a considerable amount of

retail use which was not contemplated for this area of the Leesburg JLMA. Staff had questioned whether the retail that is proposed with this application could be phased with the light industrial and office uses proposed on the rest of the Crosstrail property in order to get a mix of uses as opposed to a strictly retail project. The applicant has not agreed to phase the retail with other uses on the Crosstrail property. Additionally, staff notes that one of the findings made by the County Planning Commission states that “Retail development as proposed will have negligible impacts on existing and approved retail businesses and properties in and around the Town of Leesburg”. Staff is unclear how the County Planning Commission came to this conclusion and it is also unclear what the impact of 550,000 square feet of new retail will be on the Towns’ existing retail businesses.

5. Incorporation of Crosstrail: When asking Council for endorsement of the April 11 and July 10 comment letters, staff noted that the referral comment letters did *not* mention incorporation of the property. Council approved Resolution 2005-102 on June 14, 2005 which stated Council’s desire to incorporate the Crosstrail property and the resolution also sought agreement by Loudoun County for such incorporation by boundary line adjustment. It is anticipated that Council will discuss annexation issues, including this property, in 2014.

Attachments:

1. July 10, 2013 referral and Letter from Mayor Umstatted
2. Proffers dated September 11, 2013
3. County Staff Report for BOSPH on November 13, 2013
4. Draft Resolution



July 10, 2013

Rodion Iwanczuk, Project Manager
Loudoun County Department of Planning
1 Harrison Street, SE
P.O. Box 7000
Leesburg, VA 20177

RE: Referral Request for ZMAP 2012-0021, Crosstrail Commercial Center; SPEX 2012-0047, Hotel; SPEX 2012-0048, Gas Pumps; SPEX 2012-0049, Outdoor Sales - 2nd Submission

Dear Mr. Iwanczuk:

Thank you for the opportunity to provide second submission referral comments on the captioned applications which includes revised ZMAP and SPEX plats, proffers, a referral response letter, and traffic study and appendix dated June 5, 2013. Town staff in the Departments of Utilities, Plan Review, Public Works, Economic Development, Airport Manager, Parks and Recreation, and Planning and Zoning have provided comments.

Proposal: The applicant has proposed to rezone 57.4 of the 444.81 acre parcel known as Crosstrail from PD-IP (Planned Development Industrial Park) for the purpose of building commercial and office development. The proposal is to rezone this portion of the Crosstrail property to Planned Development – Commercial Center – Small Regional Center (PD-CC-SC). This zoning district allows for community and small-scale regional retail and office uses. The applicant proposes up to 100,000 square feet of office use and up to 550,000 square feet of non-office uses including retail flex-industrial uses. The application includes three special exceptions for a hotel, convenience store with gas pumps, and outdoor sales. Lastly, the application includes five zoning modifications to address reductions in building and parking setbacks.

While the Crosstrail land holding does include approximately 18.05 acres that are within the Town corporate limits, this property is not included in the proposal. In 2012 the Town purchased 44.30 acres of the Crosstrail property for airport-related uses. This property is zoned PD-IP under County zoning and is not included within the boundaries of this proposal.

The property is designated in the County's Revised General Plan (RGP) for Business Community uses north of Crosstrail Boulevard and for Keynote Employment uses south of Crosstrail Boulevard. Business Community uses allow for a mix of office and retail uses and up to 10% of the mixed use composition may be retail. The County's Retail Plan policies will be applied to the proposal as well as the RGP policies.

The property is currently zoned PD-IP which allows for industrial and flex industrial uses and with support retail. There are no proffers associated with the zoning of the property.

The proposed zoning category, PD-CC-SC, will allow for more retail than what would be allowed under the current zoning.

Review Comments are attached and consolidated in the comments provided below.

Town Plan – The Town Plan designates the property for Regional Office uses. This designation emphasizes campus-style office with support retail. The intent of Regional Office is generally:

1. To help meet the need for a broad spectrum of local and regional employment that offers high paying jobs and supports a balanced tax base.
2. To provide some of the daily retail and service needs of people associated with primary office use in a convenient manner that reduces automobile use.
3. To provide flexibility in uses so that light industrial and high tech uses may be permitted where compatible with other Regional Office uses.

The Regional Office designation allows office uses such as corporate headquarters, emerging technologies facilities, public and private sector office uses, hotels conference centers and higher education facilities. Retail and service uses are for daily needs of workers, customers, and businesses including personal services and office supplies, and office –related uses such as bank facilities, restaurants, and health clubs and day care facilities. Light industrial and high tech uses are also appropriate provided they are of a nature that does not have negative environmental or operational impacts on the office uses. Floor area ratios are anticipated to be relatively high in the range of .35 to 1.0. Up to 20% of the total square footage can be retail use to serve the predominant use of office.

The Crosstrail property is zoned for industrial use but there was no square footage cap placed on the property when it was rezoned. The FAR requirements under the PD-IP zoning district would apply. Town Plan policy allows for up to 20% of the total square footage to be retail and encourages the retail to be incorporated with the office, light industrial and flex industrial uses. The applicant has reasoned in the Statement of Justification that a PD-SC-CC zoning will allow for a concentration of retail uses that will serve as a catalyst for further development of the property for office, flex industrial and light industrial uses. However, the Town Plan intended for the retail use to serve the industrial and office uses. As proposed, the retail will function more as a destination-type retail, rather than a service-oriented retail, at least until such time as the industrial/office uses are constructed.

With respect to other non-residentially zoned and planned properties in the vicinity, the Oaklawn property is directly north of Crosstrail and it is approved for 1.5 M s.f. of retail, office, hotel, and restaurant uses. A proposal for a community retail center is anticipated

at the Leesburg South property (aka Meadowbrook) and the 2012 Town Plan designates this property for up to 150,000 s.f. of retail. Overall existing retail square footage for larger lifestyle, regional and super regional retail centers is approximately 1.6 million square feet in Leesburg. This does not include smaller retail outlets.

Given the comments above, it does not appear that this proposal is consistent with the land use designation in the Town Plan. It does not appear to be consistent with the retail component envisioned to support Regional Office uses. It is difficult to assess what the impact this retail would be on existing retail projects in the town, or how it would affect the need for projected retail that is currently designated on the Town Plan but not yet zoned and approved for development.

Since the ultimate land development plan has not been submitted with this proposal for the remainder of the Crosstrail property, staff must ask the question is this rezoning the first step towards a gradual conversion of this property from employment use to that of general retail use?

The Applicant's response letter provides further justification for the proposed retail and office land uses in Crosstrail by noting that other mixed use developments in Leesburg, notably Oaklawn and Village at Leesburg, serve as gateway mixed use projects that generally embody the objectives for mixed use that are envisioned by the Town Plan. Village at Leesburg, in particular, advances the objectives of the Plan by fully integrating office, retail and residential uses and successfully integrating large footprint uses (e.g. Wegmans, Cobb Theater and LA Fitness) into the development.

Staff agrees with the applicant that there are successful mixed use projects in Leesburg. Mixed use projects can be accomplished in several ways. True integration of uses is accomplished by building and site design that either vertically integrates the uses and/or situates mixed uses in tight proximity to one another such that they are easily walkable. The Village at Leesburg is an example of both these mixed use design approaches.

As stated, mixed use can be achieved by a horizontal separation of use but to assure that a mix of uses is actually accomplished over time using this design approach, it is essential to have a phasing plan that brings the proposed uses on line at specified intervals of construction. The design for the Crosstrail proposal segregates uses over large spatial areas. The retail on the east side of Hawling Farm Road could be built without any commitment to construction of uses proposed for the west side of the road.

The Town Plan policies for Regional Office, and specifically the Optional Uses and Design policies, state that “the office component of a project should be the predominant use as construction occurs (Town Plan, page 6-26, #3) and “regional office projects that include a retailcomponent must be approved under a single integrated plan of development and designed as a well-integrated unit” (Town Plan, page 6-26, #4). Staff acknowledges that the Leesburg market will not support a “predominance” of office square footage for the Crosstrail project. However, the policies could also be met through demonstration that an office component is integrated through construction phasing with the rest of the proposal. This is essential for demonstrating compliance with the Town Plan policy for Regional Office land use. As such, staff recommends that the applicant proffer a development phasing plan to demonstrate true integration of the office, hotel and retail uses and thus, a mixed use project.

Parks and Recreation

The 2nd submission now shows a 1-acre parkland dedication. The plans have been revised to show this dedication (sheets 3 and 5) and the proffers state that the applicant intends to dedicate 1 acre of land to the Town for expansion of the Freedom Park. The Department of Parks and Recreation does not currently have plans for usage of this acreage but the Town would accept the dedication of the property for future development. *Proffer I.C. 9. should be revised to state that: “The one acre portion of the Property depicted on the Concept Plan as located in the northwest quadrant of Battlefield parkway and the Dulles Greenway adjacent to Freedom Park shall be dedicated to the Town of Leesburg upon request”.*

Utilities

1. **Southern Route** - The applicant has shown two options on Sheet 6 of the plan set for providing sewer and water service for the proposed development. The Northern Route connects to existing sewer lines at the entrance to Oaklawn from the Dulles Greenway. A connection to the existing water line is made in the vicinity of Tolbert Lane and Miller Drive. The Northern Route proposes to use gravity flow for the sewer lines to a pump station to be located south of the intersection of Hawling Farm Boulevard and the exit ramp for the Greenway. Sewage will be pumped from this station to a force main which will convey the sewage to a gravity system north of Crosstrail. The applicant has indicated that this would be their preferred option.

The Southern Route relies on the lower Sycolin Creek sewage conveyance system. This sewage collection system was divided into three phases. Phase I has been completed. Design for Phase II is currently being finalized. Construction of Phase II

is programed in the CIP for the 2013-2015 timeframe but this is also dependent upon whether an agreement for construction can be reached between the Town and a user. At present, users could be either Green Energy plant or Crosstrail, whichever goes forward first with development plans. Phase III has not been designed or programed in the CIP for construction. It will ultimately bring the sewer line from Gant Road to Sycolin Road. As noted in the CIP, "...construction of Phase III will depend solely on development activities in this area". At present, there are no development plans approved for this area.

The southern option is the Town's preference because this option reflects the Water and Sewer Master Plan ultimate design and delivery for sewer service. The Northern Route would require use of a pump station and this was not envisioned in the Town's utility plan. As such, it is the Town's recommendation that the applicant and Town enter into an agreement to build Phase II (if not done by others) and III of the Lower Sycolin sewer system and enter into a cost sharing agreement.

2. See Attachment 1 for a future waterline stub. This does not need to be shown on this application but must be agreed to by the applicant through the proffers.

Airport - The Airport Manager notes that the developer is reminded to submit a Notice of Proposed Construction to the FAA via form 7460 regarding any proposed construction adjacent to the airport. This evaluation by the FAA will determine if proposed structures will penetrate the protected airspaces surrounding the airport and will also determine if the structure would adversely affect the FAA's Instrument Landing System (a radio navigation aid).

The Airport Commission has expressed concern about the parking lot and building lighting that will be used and stresses the importance of the fact that since this site is in very close proximity to the Leesburg Airport, extra caution should be used when selecting and installing lighting to not impede the safety of airport operations. Staff requests more information regarding a lighting plan and how this plan will not compromise operations at the airport. *Staff reiterates the comments made for the first submission through the comment letter dated April 11, 2013. In addition, the applicant notes in the Applicant response letter dated June 5, 2013, that they will "submit the form prior to approval of the first site plan for any structure located EAST of Hawling Farm Boulevard. Light on Crosstrail will be installed in a manner that will not impede the safety of aircraft using the Airport". Staff notes that FAA7460 requirements will need to be met with any building on the property, not just those east of Hawling Farm Boulevard. Staff recommends that the applicant acknowledge this in revised proffers with language that specifically addresses FAA Federal Aviation Regulation s Part 77 requirements for ANY building on the Property. Staff also recommends that the applicant commit to lighting on the Property that will not impede the safety of aircraft using the Leesburg airport. The following language is suggested: "Light units shall be*

oriented and shielded to prevent unwanted glare which is a safety hazard to aircraft operations and adjacent vehicular roadway”.

Public Works - Transportation - The Applicant's proffers state that the following transportation improvements will be made

Phase 1- prior to the first site plan or subdivision:

- 4-lanes of Hawling Farm Boulevard (HFB) from Battlefield Parkway to the intersection serving 250,000 s.f. of development
- 1 left turn lane from Battlefield to HFB
- 1 left turn lane and 1 right turn lane from HFB to Battlefield Parkway
- 1 right turn lane from Battlefield Parkway to HFB
- Signals at Battlefield Parkway and HFB

Phase 2- the first subdivision or site plan over 250,000 s.f.:

- 4 lane of HFB to Battlefield to the exit ramp
- 2nd left turn lane from Battlefield to HFB
- 2nd left turn lane and 2nd right turn lane from HFB to Battlefield
- Exit ramp from the Greenway
- Signals at HFB intersections, if warranted
- Cash in-lieu of construction if constructed by others

Based on the second submission concept plan, proffers and traffic study, the following comments are provided by the Department of Public Works:

1. *The study needs to be signed and sealed by a Professional Engineer. DCSM 7-111.1*
2. *Some of the intersections in the study are outside the corporate limits, and are maintained by VDOT. The Applicant should confirm that VDOT staff has had the opportunity to comment on this submission.*
3. *The Town of Leesburg requires a minimum level of service of C per approach at project build-out, and level of service D per approach at build-out plus 20 years. The Applicant should provide recommendations for achieving the required level of service at all Town maintained intersections. DCSM 7-111.1.D(2)*
4. *The traffic study assumes Hawling Farm Boulevard will be constructed from Battlefield Parkway to the “first intersection providing access for development of up to 250,000 sq.ft.” by project buildout in 2021. The Transportation Division recommends that two lanes of Hawling Farm Boulevard from Battlefield Parkway to Crosstrail Boulevard and two lanes of Crosstrail Boulevard from Sycolin road to the Greenway should be developed in the first phase of development. As an alternative, Hawling Farm Boulevard shall be constructed to serve only the portion of development that will generate traffic that will not exceed the level of service (LOC) C at the intersection with*

Battlefield Parkway. No development south of this limit shall proceed until Crosstrail Boulevard is constructed between the Greenway and Sycolin Road and the connection of Hawling Farm Boulevard to Crosstrail Boulevard is made. If the development is occupied beyond this limit without the connection to Crosstrail Boulevard, it will decrease the level of service at the intersection of Battlefield Parkway and Hawling Farm Boulevard below acceptable standards DCSM 7-111.1.D (3).

5. ***All intersection improvements needed to provided LOS C at project buildout shall be constructed at Battlefield Parkway and Hawling Farm Road in the first phase of development (proffers).***

Plan Review – This property is located in the JLMA and could be considered by Town Council for annexation/incorporation. As such, while staff fully acknowledges that the application must be reviewed for compliance with county zoning and facilities standards requirements, town staff must review the application with consideration that road and stormwater infrastructure could ultimately be the responsibility of the Town.

Concept Plan:

- 1.(1) Update the ZMAP to depict all items noted in section K.2. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include a “traffic circulation map that illustrates both external and internal traffic ways, including existing and proposed rights-of-way, travel lanes, major pedestrian and bike paths and trails, school bus stops/shelters, park and ride lots, and other transit or multimodal related facilities, and other transportation improvements.” Specifically provide detail regarding missing items such as existing and proposed rights-of-way, travel lanes, major pedestrian and bike paths and trails, public bus stops/shelters and any other proposed transportation improvements. Also note that the Loudoun County Planning Guidelines for Bicycle and Pedestrian Facilities for 4 lane roads include a 6’ wide sidewalk facility and a 10’ shared use path. Update Note 4 on Sheet 3 to specify a 6’ wide sidewalk. (Sht. 2 and 3). ***Information specifically requested was not added to the Zoning Concept Plan. Detail regarding existing/proposed ROW, travel lanes, pedestrian paths and trails, etc. are still not shown on the Zoning Concept Plan. Note that roadway and pedestrian facility construction associated with connections to Town maintained facilities shall meet Town of Leesburg standards. (Sht. 3)***
- 2.(2) Update the ZMAP to depict all items noted in section K.3. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include an overlay of “proposed land use items and transportation elements over the existing conditions information” as stated. Review the intent of the overlay as stated in the checklist; “Intended to show the changes in topography, drainage, water features, trees and vegetation, etc. anticipated as a result of the proposed development.” Specifically show all proposed roads, lot layouts clearly depicting the parking lots (including regular and ADA parking spaces), internal travelways and proposed conceptual grading for the subject areas tied into existing Loudoun County topography as noted in section K.3. of the Minimum Submission Requirements for ZMAP. More detail should also be provided regarding the impact on existing wetlands (if any) as well as to the impact on any existing forested vegetation in the area. (Sht. 2). ***Information specifically requested was not***

added to the Zoning Concept Plan. Detail regarding existing/proposed parking lot layouts, roads, etc., including conceptual grading are still not shown on the Zoning Concept Plan. (Sht. 3)

- 3.(3) Update the ZMAP to depict all items noted in section K.4. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include a “proposed plan for all major sanitary sewer improvements and a means of providing water service; the approximate location and estimated size of all proposed stormwater management facilities and a statement as to the type of facility proposed.” Specifically provide a conceptual utilities layout plan to show how Leesburg’s water and sanitary sewer will be looped through this commercial center and to show how stormwater will drain from each individual site to ensure the new stormwater management regulations can be met for this development. Provide additional notes and conceptual design calculations to demonstrate how both water quality and water quantity requirements will be met under the new stormwater regulations and to verify the size of the facilities shown are adequate. (It should also be noted that the Town of Leesburg’s rainfall intensities have been verified to be higher than average Loudoun County accepted values. Therefore, the Town of Leesburg intensity values should be used in all storm and stormwater management design calculations for this development.) (Sht. 2 and 4). *Information specifically requested was not added to the Zoning Concept Plan. Details of the proposed water quality and quantity facilities are still not included on the Zoning Concept Plan. As a result, there is no way to verify that the proposed facilities will be adequate to meet the requirements of the new stormwater regulations. As was previously noted, Town of Leesburg intensities should be utilized in preliminary sizing calculations when included. (Sht. 3)*
- 4.(4) Update the ZMAP to show how the existing drainage from the airport property will be conveyed through the proposed development. Note that no drainage should “backup” onto the airport property and cause standing water. *No additional information regarding drainage from the airport property was included with this submission for evaluation.*
- 5.(5) Update the ZMAP to depict all items noted in section N. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include a Phasing Plan for the proposed development. Specifically, address phasing of the project as it relates to required supporting infrastructure. The Traffic Impact Analysis appears to require numerous improvements to turn lanes, etc. at different points of the overall development. Update the ZMAP to address phasing of the road network (tied to specific building square footage to be permitted before the road network is required to be in place) and ensure all required improvements to the transportation network are in accordance with comments provided by the Town of Leesburg Department of Public Works. Further, if all of the sanitary sewer and waterline facilities will be required to serve all, or a portion of this site in an early phase of the project, address access to those facilities without the complete roadway network being in place. (New Sht.). *No additional information regarding phasing of infrastructure development was included with this submission of the Zoning Concept Plan. Note that connections to Town facilities (roadway intersections, utility connections, etc.) shall be constructed to their ultimate configurations utilizing Town standards.*
- 6.(6) Update the ZMAP to include the instrument numbers for all easements which exist on the subject property. (Sht. 1). *Comment was not addressed.*

- 7.(9) Due to the close proximity of the bridge over the Dulles Greenway (Route 267) and the grade differential at the intersection of Hawling Farm Blvd. and Battlefield Parkway, there is a concern that adequate sight distance may not be available at the intersection. As the location of this entrance is critical, it is recommended that the applicant provide a conceptual sight distance plan and profile with the next submission of this application. *Applicant responded that a conceptual plan was previously submitted and discussed with Town staff. DPR requests a copy of a study which relates to the current location of this intersection be forwarded for evaluation. Standards for sight distance have recently changed and review is necessary to confirm compliance with current standards.*

Proffer Statement Issues:

- 8.(N) The applicant is proposing in Section I, 7a.) of the proffers to provide Multipurpose Trails and Bicycle facilities within a “public easement” and sidewalk within a “public access easement” along Hawling Farm Boulevard. These facilities are normally contained within the public ROW and not separate easement dedications.
- 9.(N) The applicant is proposing phased construction of the intersection of Hawling Farm Boulevard and Battlefield Parkway in Section(s) II B 2 and II B 4 of the proffer statement. The Town of Leesburg does not support phased construction of the intersection. The connection of Hawling Farm Boulevard to Battlefield Parkway shall be constructed to its’ ultimate configuration with the first phase of construction to eliminate multiple interruptions for the construction of this intersection.
- (#) Indicates comment number outstanding from the DPR comment letter dated March 4, 2013. Updated comment information from second submission is shown in *bold italics*.
- (N) Indicates new comment based on either new, or revised information provided with this submission.

Thank you for your consideration of these comments. Please do not hesitate to contact me should you have questions about the Town’s comments.

Sincerely,



Susan Berry Hill, AICP

Attachment:

- 1) Future waterline stub

Cc: Town Council
Town Planning Commission
John Wells, Town Manager

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Scott Parker, Assistant Town Manager
Aref Etemadi, Deputy Director, Utilities
Dennis Darnes, Section Chief, Plan Review
Calvin Grow, Transportation Engineer, Public Works
Bill Ference, Parks and Public Space Planner, Parks and Recreation
Marantha Edwards, Director, Economic Development
Scott Coffin, Airport Manager
Betsy Fields, Research and Community Information Manager



Kristen C. Umstatt
Mayor

David S. Butler
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Council Members

Kevin D. Wright Thomas S. Dunn, II
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July 11, 2013

Loudoun County Planning Commission
Attn: Loudoun County Department of Planning
1 Harrison Street
Leesburg, Virginia 20177

RE: 2nd Submission Referral Requests for the Crosstrail Rezoning and Special Exception Applications

Dear Loudoun County Planning Commission:

The Town is pleased to receive the referral request on the captioned applications and to have an opportunity to participate in the review. The Crosstrail property constitutes a major portion of the Leesburg Joint Land Management Area (JLMA) and it is situated in a key location between the Greenway and the Leesburg Executive Airport and just south of Battlefield Parkway. This is a gateway to the Town, and as such, the Town is keenly interested in the development plans for the property.

The Town Council reviewed the subject applications at a work session on July 8, 2013 and discussed the application further at our regular business meeting on July 9, 2013. We endorsed the town staff referral letter and directed that it be forwarded to County staff. Additionally, the Town Council asked that I send a letter to you to express the fact that Council has a number of concerns about the application.

Of utmost concern is how the applicant proposes to bring utilities to the site. We are unanimously supportive of the Southern Route option because it is consistent with the Town's Utility Master Plan. Once built, the utility system for Crosstrail would be operated by the town regardless of whether the property is incorporated or not. It is important that it be designed and phased in a way that is acceptable to the Town. The applicant has expressed a preference for the Northern Route option which is not acceptable to the Town due largely to the fact that a pump station would be necessary to make this option work resulting in extra operational and maintenance costs.

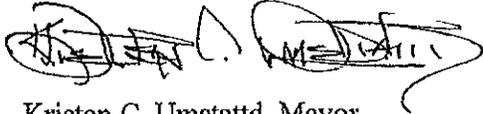
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We are also concerned about the phasing of transportation improvements and whether adequate levels of transportation service can be maintained, particularly at the intersection of Battlefield Parkway and Hawling Farm Boulevard. Additionally, the construction phasing will also be very disruptive because it requires the intersection to be torn up twice. This is unnecessary and will be an inconvenience to the public.

We are concerned about the amount of retail proposed for Crosstrail and how it will affect existing retail businesses in town and we desire to get a non-residential, mixed use development from the first phase of land development. We want to assure that the proposed development will not adversely affect operations at the airport and we need to assure that stormwater management will be handled in a manner that is going to be consistent with new state regulations.

We look forward to working with the County on this application. Thank you for your consideration of our comments.

Very Sincerely,



Kristen C. Umstattd, Mayor

THANK YOU!

cc: Town Council
John Wells, Town Manager
Rodion Iwanczuk, Project Manager



April 11, 2013

Rodion Iwanczuk, Project Manager
Loudoun County Department of Planning
1 Harrison Street, SE
P.O. Box 7000
Leesburg, VA 20177

RE: Referral Request for ZMAP 2012-0021, Crosstrail Commercial Center; SPEX 2012-0047, Hotel; SPEX 2012-0048, Gas Pumps; SPEX 2012-0049, Outdoor Sales - First Submission

Dear Mr. Iwanczuk:

Thank you for the opportunity to provide first submission referral comments on the captioned applications. Town staff has reviewed the submission by the Departments of Utilities, Plan Review, Public Works, Economic Development, Airport Manager and Planning and Zoning.

Proposal: The applicant has proposed to rezone 57.4 of the 444.81 acre parcel known as Crosstrail from PD-IP (Planned Development Industrial Park) for the purpose of building commercial and office development. The proposal is to rezone this portion of the Crosstrail property to Planned Development – Commercial Center – Small Regional Center (PD-CC-SC). This zoning district allows for community and small-scale regional retail and office uses. The applicant proposes up to 100,000 square feet of office use and up to 550,000 square feet of non-office uses including retail flex-industrial uses. The application includes three special exceptions for a hotel, convenience store with gas pumps, and outdoor sales. Lastly, the application includes five zoning modifications to address reductions in building and parking setbacks (see Attachment 1 for proposed Concept Development Plan).

While the Crosstrail land holding does include approximately 18.05 acres that are within the Town corporate limits, this property is not included in the proposal. In 2012 the Town purchased 44.30 acres of the Crosstrail property for airport-related uses. This property is zoned PD-IP under County zoning and is not included within the boundaries of this proposal.

The property is designated in the County's Revised General Plan (RGP) for Business Community uses north of Crosstrail Boulevard and for Keynote Employment uses south of Crosstrail Boulevard. Business Community uses allow for a mix of office and retail uses and up to 10% of the mixed use composition may be retail. The County's Retail Plan policies will be applied to the proposal as well as the RGP policies.

The property is currently zoned PD-IP which allows for industrial and flex industrial uses and with support retail. There are no proffers associated with the zoning of the property. The proposed zoning category, PD-CC-SC, will allow for more retail than what would be allowed under the current zoning.

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Review Comments are provided below.

Town Plan – The Town Plan designates the property for Regional Office uses. This designation emphasizes campus-style office with support retail. The intent of Regional Office is generally:

1. To help meet the need for a broad spectrum of local and regional employment that offers high paying jobs and supports a balanced tax base.
2. To provide some of the daily retail and service needs of people associated with primary office use in a convenient manner that reduces automobile use.
3. To provide flexibility in uses so that light industrial and high tech uses may be permitted where compatible with other Regional Office uses.

The Regional Office designation allows office uses such as corporate headquarters, emerging technologies facilities, public and private sector office uses, hotels conference centers and higher education facilities. Retail and service uses are for daily needs of workers, customers, and businesses including personal services and office supplies, and office –related uses such as bank facilities, restaurants, and health clubs and day care facilities. Light industrial and high tech uses are also appropriate provided they are of a nature that does not have negative environmental or operational impacts on the office uses. Floor area ratios are anticipated to be relatively high in the range of .35 to 1.0. Up to 20% of the total square footage can be retail use to serve the predominant use of office.

The Crosstrail property is zoned for industrial use but there was no square footage cap placed on the property when it was rezoned. The FAR requirements under the PD-IP zoning district would apply. Town Plan policy allows for up to 20% of the total square footage to be retail and encourages the retail to be incorporated with the office, light industrial and flex industrial uses. The applicant has reasoned in the Statement of Justification that a PD-SC-CC zoning will allow for a concentration of retail uses that will serve as a catalyst for further development of the property for office, flex industrial and light industrial uses. However, the Town Plan intended for the retail use to serve the industrial and office uses. As proposed, the retail will function more as a destination-type retail, rather than a service-oriented retail, at least until such time as the industrial/office uses are constructed.

With respect to other non-residentially zoned and planned properties in the vicinity, the Oaklawn property is directly north of Crosstrail and it is approved for 1.5 M s.f. of retail, office, hotel, and restaurant uses. A proposal for a community retail center is anticipated at the Leesburg South property (aka Meadowbrook) and the 2012 Town Plan designates this property for up to 150,000 s.f. of retail. Overall existing retail square footage for

larger lifestyle, regional and super regional retail centers is approximately 1.6 million square feet in Leesburg. This does not include smaller retail outlets.

Given the comments above, it does not appear that this proposal is consistent with the land use designation in the Town Plan. It does not appear to be consistent with the retail component envisioned to support Regional Office uses. It is difficult to assess what the impact this retail would be on existing retail projects in the town, or how it would affect the need for projected retail that is currently designated on the Town Plan but not yet zoned and approved for development.

Since the ultimate land development plan has not been submitted with this proposal for the remainder of the Crosstrail property, staff must ask the question is this rezoning the first step towards a gradual conversion of this property from employment use to that of general retail use?

Utilities

1. The phasing for provision of utilities is unclear from the applicant's Statement of Justification and the Utilities Plan provided in the plan set. It is not know which portions of the utilities will be built with this application for the initial phase. Staff recommends that the utility plan for the first phase through build out be thoroughly discussed with Town staff.
2. The sewer outfall proposed toward the southern property line drains to the Lower Sycolin Sewer outfall Phase II. This portion of the sewer outfall has not been programmed in the next 5 years of the Town's CIP. It may be necessary for the applicant to build this outfall if by such time the Town has not funded the Phase II construction. The plans for the Lower Sycolin Sewer outfall Phase II are at 90% completion and are ready to be submitted to the County and State for approval.
3. The only portion of the Crosstrail property which is programmed to drain to the north is the portion within the Town limits. The Applicant must demonstrate the adequacy of the existing sanitary sewer system for the additional flows before the approval of this application. This proposed connection is very costly and difficult to achieve.
4. The applicant should show how the building will drain to the proposed sewer system.
5. Water lines must be located east or north of the e road centerlines.
6. The crossing of water and/or sewer lines under the Greenway ramp and Battlefield Parkway will need to be enclosed in a steel casing.

7. It is unclear whether the entire waterline is being built with the initial phase. If phased, each phase must show adequacy of service and fire flow projection.
8. The Town will not extend utilities to the subject property. It is the applicant's responsibility to extend utilities from their current terminus to serve the property.
(Aref Etemadi)

Airport - The Airport Manager notes that the developer is reminded to submit a Notice of Proposed Construction to the FAA via form 7460 regarding any proposed construction adjacent to the airport. This evaluation by the FAA will determine if proposed structures will penetrate the protected airspaces surrounding the airport and will also determine if the structure would adversely affect the FAA's Instrument Landing System (a radio navigation aid).

The Airport Commission has expressed concern about the parking lot and building lighting that will be used and stresses the importance of the fact that since this site is in very close proximity to the Leesburg Airport, extra caution should be used when selecting and installing lighting to not impede the safety of airport operations. Staff requests more information regarding a lighting plan and how this plan will not compromised operations at the airport.

Public Works - Transportation - The Applicant's Statement of Justification states that: "The Applicant plans to construct portions of Hawling Farm Boulevard and Crosstrail Boulevard as well as a Greenway Exit Ramp from the Dulles Greenway when required by development of the Property. The Applicant plans to bond and construct portions of Hawling Farm Boulevard from Battlefield Parkway to the Dulles Greenway slip ramp as well as the Dulles Greenway off-ramp in the approximate location shown on the Concept Development Plan, as required to accommodate development of uses on the Property. The Applicant plans to construct traffic signalization at the Hawling Farm Boulevard/Battlefield Parkway intersection as required to provide access to the Property consistent with the Facilities Standards Manual requirements."

The following comments are provided by the Department of Public Works:

1. The study needs to be signed and sealed by a Professional Engineer. *DCSM 7-111.1*
2. Some of the intersections in the study are outside the corporate limits, and are maintained by VDOT. The Applicant should confirm that VDOT staff has had the opportunity to comment on this submission.
3. The Town of Leesburg requires a minimum level of service of C per approach at project build-out, and level of service D per approach at build-out plus 20 years. The Applicant should provide recommendations for achieving the required level of service at all Town maintained intersections. *DCSM 7-111.1.D(2)*

4. The traffic study assumes Hawling Farm Boulevard will be constructed from Battlefield Parkway to Crosstrail Boulevard by project build-out in 2021. Two lanes of Hawling Farm Boulevard from Battlefield Parkway to Crosstrail Boulevard and two lanes of Crosstrail Boulevard from Sycolin Road to the Greenway should be developed in the first phase of development. As an alternative, development should be limited to only that which will not cause the level of service at the intersection of Hawling Farm Boulevard and Battlefield Parkway to exceed the level of service C. Staff recommends that no development south of this limit proceed until Crosstrail Boulevard is constructed between the Greenway and Sycolin Road and the connection of Hawling Farm Boulevard to Crosstrail Boulevard is made. If the development is occupied beyond this limit without the connection to Crosstrail Boulevard, it will decrease the level of service at the intersection of Battlefield Parkway and Hawling Farm Boulevard below acceptable standards. *DCSM 7-111.1.D(3)*

Plan Review – This property is located in the JLMA and could be considered by Town Council for annexation. As such, while staff fully acknowledges that the application must be reviewed for compliance with county zoning and facilities standards requirements, town staff must review the application with consideration that road and stormwater infrastructure could ultimately be the responsibility of the Town.

1. The Applicant should update the proposal to depict all items noted in section K.2. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include a “traffic circulation map that illustrates both external and internal traffic ways, including existing and proposed rights-of-way, travel lanes, major pedestrian and bike paths and trails, school bus stops/shelters, park and ride lots, and other transit or multimodal related facilities, and other transportation improvements.” Specifically provide detail regarding missing items such as existing and proposed rights-of-way, travel lanes, major pedestrian and bike paths and trails, public bus stops/shelters and any other proposed transportation improvements. Also note that the Loudoun County Planning Guidelines for Bicycle and Pedestrian Facilities for 4 lane roads include a 6’ wide sidewalk facility and a 10’ shared use path. Update Note 4 on Sheet 3 to specify a 6’ wide sidewalk. (Sht. 2 and 3).
2. Update the ZMAP to depict all items noted in section K.3. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include an overlay of “proposed land use items and transportation elements over the existing conditions information” as stated. Review the intent of the overlay as stated in the checklist; “Intended to show the changes in topography, drainage, water features, trees and vegetation, etc. anticipated as a result of the proposed development.” Specifically show all proposed roads, lot layouts clearly depicting the parking lots (including regular and ADA parking spaces), internal

Rodion Iwanczuk

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travelways and proposed conceptual grading for the subject areas tied into existing Loudoun County topography as noted in section K.3. of the Minimum Submission Requirements for ZMAP. More detail should also be provided regarding the impact on existing wetlands (if any) as well as to the impact on any existing forested vegetation in the area. (Sht. 2).

3. Update the ZMAP to depict all items noted in section K.4. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include a "proposed plan for all major sanitary sewer improvements and a means of providing water service; the approximate location and estimated size of all proposed stormwater management facilities and a statement as to the type of facility proposed." Specifically provide a conceptual utilities layout plan to show how Leesburg's water and sanitary sewer will be looped through this commercial center and to show how stormwater will drain from each individual site to ensure the new stormwater management regulations can be met for this development. Provide additional notes and conceptual design calculations to demonstrate how both water quality and water quantity requirements will be met under the new stormwater regulations and to verify the size of the facilities shown are adequate. (It should also be noted that the Town of Leesburg's rainfall intensities have been verified to be higher than average Loudoun County accepted values. Therefore, the Town of Leesburg intensity values should be used in all storm and stormwater management design calculations for this development.) (Sht. 2 and 4).
4. Update the ZMAP to show how the existing drainage from the airport property will be conveyed through the proposed development. Note that no drainage should "backup" onto the airport property and cause standing water.
5. Update the ZMAP to depict all items noted in section N. of the Minimum Submission Requirements for Zoning Map Amendment Application checklist to include a Phasing Plan for the proposed development. Specifically, address phasing of the project as it relates to required supporting infrastructure. The Traffic Impact Analysis appears to require numerous improvements to turn lanes, etc. at different points of the overall development. Update the ZMAP to address phasing of the road network (tied to specific building square footage to be permitted before the road network is required to be in place) and ensure all required improvements to the transportation network are in accordance with comments provided by the Town of Leesburg Department of Public Works. Further, if all of the sanitary sewer and waterline facilities will be required to serve all, or a portion of this site in an early phase of the project, address access to those facilities without the complete roadway network being in place. (New Sht.).

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6. Update the ZMAP to include the instrument numbers for all easements which exist on the subject property. (Sht. 1).
7. Show the location of the Limestone Overlay District in proximity to this site. (Sht. 2).
8. Note that heights of all structures, light poles, traffic signal arms, etc. shall conform to FAA standards in the vicinity of the airport.
9. Due to the close proximity of the bridge over the Dulles Greenway (Route 267) and the grade differential at the intersection of Hawling Farm Blvd. and Battlefield Parkway, there is a concern that adequate sight distance may not be available at the intersection. As the location of this entrance is critical, it is recommended that the applicant provide a conceptual sight distance plan and profile with the next submission of this application. (Bill Ackman and Dennis Darnes)

Thank you for your consideration of these comments. Please do not hesitate to contact me should you have questions about the Town's comments.

Sincerely,



Susan Berry Hill, AICP

Cc: Town Council
Town Planning Commission
John Wells, Town Manager
Scott Parker, Assistant Town Manager
Aref Etemadi, Deputy Director, Utilities
Dennis Darnes, Section Chief, Plan Review
Calvin Grow, Transportation Engineer, Public Works
Marantha Edwards, Director, Economic Development
Scott Coffman, Airport Manager
Betsy Fields, Research and Community Information Manager

ZMAP 2012-0021, CROSSTRAIL COMMERCIAL CENTER, SUGGESTED MOTIONS

1. I move that the Planning Commission forward ZMAP-2012-0021, SPEX 2012-0047, SPEX-2012-0048, SPEX 2012-0049, and ZMOD 2013-0002, Crosstrail Commercial Center, to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated September 11, 2013 and the SPEX 2012-0047 Conditions of Approval, and based on the following Findings for Approval:
 - 1) The rezoning application provides a beneficial economic use to Loudoun County.
 - 2) The rezoning application mitigates transportation impacts.
 - 3) The proposed rezoning to PD-CC-SC district is compatible with ongoing operations of Leesburg Executive Airport, a designated reliever airport on the Virginia Air Transportation System for Dulles International Airport, based upon land use, building heights, noise levels, safety, and overflight.
 - 4) Retail development as proposed will have negligible impacts on existing and approved retail businesses and properties in and around the Town of Leesburg.
 - 5) Zoning Modifications requested to regulations contained in the Revised 1993 Zoning Ordinance that would reduce required setbacks and yards for building, parking, outdoor storage, areas for collection, and loading, adjacent to agricultural and residential and non-residential districts and properties not owned by the applicant are compatible with such properties to the east and/or north.

CROSSTAIL COMMERCIAL CENTER

ZMAP 2012-0021

ZMOD 2013-0002

PROFFER STATEMENT

September 11, 2013

Crosstrail Commercial Center

ZMAP 2012-0021

ZMOD 2013-0002

PROFFER STATEMENT

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Exhibits

- Exhibit A: ZMAP 2012-0021 Crosstrail Concept Development Plan, prepared by Dewberry dated January 25, 2013, with revisions through July 30, 2013
- Exhibit B: ZMOD 2013-0002 prepared by Dewberry dated January 25, 2013, with revisions through July 30, 2013
- Exhibit C: Crosstrail Design Guidelines, prepared by Perkowitz + Ruth dated July 2013

Crosstrail Commercial Center

ZMAP 2012-0021

ZMOD 2013-0002

PROFFER STATEMENT

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PREAMBLE

Pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and Section 6-1209 of the Revised Loudoun County Zoning Ordinance (1993), as amended (the "Zoning Ordinance"), Leesburg Commercial LC, the owner of Parcel 7B-1 on Tax Map 60 (PIN 234-38-8113) consisting of 145.58 acres, and Leesburg Airport Associates L.C., the owner of Parcel 53-1 on Tax Map 60 (PIN 235-20-1426) consisting of 299.23 acres, which is the subject of rezoning application ZMAP 2012-0021, hereby voluntarily proffer that development of the 58.2 acres of real property (the "Property") indicated on the concept plan prepared by Dewberry dated January 25, 2013, with revisions through July 30, 2013, attached hereto as Exhibit A and incorporated by reference (the "Concept Plan") shall be in substantial conformance with the proffers as set forth below (the "Proffers"). In the Proffers, Leesburg Commercial, LC and Leesburg Airport Associates, L.C., are collectively referred to as the owners (the "Owners"). All Proffers made herein are contingent upon approval by the Board of Supervisors of Loudoun County (the "Board") of rezoning application ZMAP 2012-0021, from Planned Development – Industrial Park ("PD-IP") to Planned Development Commercial Center – Small Regional Center ("PD-CC-SC") and the modifications described on Sheet 4 of the Concept Plan.

I. CONCEPT DEVELOPMENT PLAN

A. Substantial Conformity. Development of the Property shall be in substantial conformance with Sheets 3-6 of the Concept Plan attached hereto as Exhibit A, with ZMOD 2013-0002 attached hereto as Exhibit B, and with the Crosstrail Design Guidelines attached hereto as Exhibit C (the "Design Guidelines").

B. Scope of Development. Up to 550,000 square feet of uses permitted in Zoning Ordinance Section 4-203(C) of the Zoning Ordinance excluding office uses may be developed on the Property. Additionally up to 100,000 square feet of office uses per Section 4-203(A)(10) may be developed on the Property.

C. Development Design and Layout. The Property will be developed consistent with the Design Guidelines and the following:

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1. **Design and Location.** The Owners shall design and construct the PD-CC-SC portion of the Property, consistent with the following:

- a. **Main Street Location.** In the Main Street oriented portion of the Property located west of Hawling Farm Boulevard ("Land Bay B") as indicated on Sheets 3 and 5 of the Concept Plan, buildings shall be oriented with frontage towards Main Street a private street which shall be constructed between the building envelope areas as illustrated on Sheets 3 and 5 of the Concept Plan.
- b. **Outdoor Gathering Space.** At least twenty two thousand (22,000) square feet of civic outdoor gathering spaces, allocated among at least two (2) sites in Land Bay B and one (1) site in Land Bay A, shall be constructed in the approximate locations illustrated on Sheet 4 of the Concept Plan. At least one (1) acre of civic outdoor gathering spaces adjacent to the SWM facility shall be constructed in the approximate locations illustrated on ZMOD 2013-0002. Each of the civic outdoor gathering space areas shall include at least one of the following features: seating areas; an outdoor play area; and/or an outdoor sculpture or similar artwork. All outdoor gathering spaces shall be submitted for site plan review and constructed concurrently with adjacent buildings.
- c. **Pedestrian orientation.** Buildings in Land Bay B shall be sited in close proximity to Main Street consistent with the cross section design illustrated on Sheet 5 of the Concept Plan. Sidewalks located along Main Street shall be at least twelve feet wide and shall be constructed consistent with the typical section illustrated on Sheet 5 to accommodate landscaping and street furnishings.
- d. **Provision of Street Trees.** Main Street shown on Sheet 3 of the Concept Plan will be lined with at least two canopy trees per 100 lineal feet to be selected from any of the type of trees listed in Section 5-1414(C)(1) of the Zoning Ordinance.
- e. **Day Care.** A day care site of at least two (2) acres shall be developed within the Property. A location for the day care center shall be identified on the first site plan submitted for the Property and shall be identified on subsequent site plans for the Property until such time as the day care site is constructed. The location of the day care site may be revised as needed.

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2. **Pedestrian Crosswalks.** Pedestrian crosswalks between Land Bays A and B in the locations shown on Sheet 5 of the Concept Plan will be constructed concurrently with Hawling Farm Boulevard and will include striping color or texture that distinguishes the crosswalks from the adjacent road way. At the time of construction of internal access roads and parking lots in the locations shown on Sheet 5 of the Concept Plan, the Owners will construct crosswalks with a striping color or texture that distinguishes the crosswalk from the adjacent road way. Crosswalks shall be provided between retail establishments and parking areas in sufficient number to reasonably assure safe pedestrian passage in such locations.

3. **Loading and Trash Collection Areas.** Service and delivery loading entrances will be oriented to reduce visibility from motorists using adjacent public or private roads where possible and shall not be oriented to front on Main Street. If such loading entrances are not substantially blocked from view from motorists using adjacent public or private roads, they shall be treated with architectural elements, decorative fencing and/or landscaping so as to be screened from the view of motorists using adjacent public roads. All dumpster pads and other trash collection areas shall be enclosed by fencing or other buffering and screening to minimize negative visual impacts.

4. **Screening of Rooftop Mechanical Units.** Any mechanical unit placed upon the roof of a building constructed on the Property shall be oriented to minimize visibility from the view of a pedestrian using an abutting public or private street and shall be screened by using architectural features compatible with the architectural façade of such building.

5. **Parking.** Parking shall be provided consistent with Zoning Ordinance Section 5-1103 in the locations generally depicted on Sheet 3 of the Concept Plan. Parking areas shall be landscaped as required by Section 5-1413 of the Zoning Ordinance.

6. **Dulles Greenway Buffering and Landscaping.** Owners shall provide an enhanced landscape buffer within the Dulles Greenway fifty foot parking setback by supplementing the required Type 3 front buffer with 2 additional canopy trees per 100 lineal feet. Prior to or concurrently with approval of the first Property site plan within Land Bay B the Owners will post a bond in the amount of the cost to install this enhanced Type 3 front buffer.

7. **Multi-Purpose Trails.** The trails and sidewalks shown on Sheet 5 of the Concept Plan shall be constructed concurrently with construction of an adjacent road whether public or private and shall be open to public use concurrently with the adjacent roadway.

- a. The Owners shall either bond or construct a ten (10) foot wide hiking and biking trail within a public access easement and a six foot sidewalk within a public access easement along the Hawling

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Farm Boulevard as that roadway is constructed in the approximate location shown on Sheet 5 of the Concept Plan.

- b. Prior to issuance of an occupancy permit for the first building adjacent to the SWM facility within the area of ZMOD 2013-0002, a minimum six (6) foot wide impervious trail shall be provided around the SWM facility in the approximate location shown on Sheet 5 of the Concept Plan.

8. **Vernal Pool Preserve.** Existing healthy trees and the vernal pool located within the 1.25 acre area adjacent to the Property in the approximate location illustrated on Concept Plan Sheets 3 and 5 (the “Vernal Pool Preserve”) shall be preserved and subject to a conservation easement in a form acceptable to Loudoun County. The tree canopy within the Vernal Pool Preserve will be preserved, exclusive of any species deemed by the County Urban Forester as not being appropriate for preservation. The COA documents described below shall prohibit removal of trees in the Vernal Pool Preserve after construction of the improvements on the Property has been completed without specific permission of the County Urban Forester except as necessary to accommodate Forest Management Techniques performed by or recommended by a professional forester or a certified arborist that are necessary to protect or enhance the viability of the canopy. Such Forest Management Techniques may include, without limitation, pruning and removal of vines, invasive species, trees uprooted or damages by extreme weather conditions and uses or trees or limbs that are diseased, insect infested, dead, or are considered a hazard to life or property. The COA documents described below shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owners or the COA without written approval from the County. The COA documents will obligate the Owners to maintain the predevelopment volume and velocity of stormwater that flows onto the Vernal Pool Preserve from the Owner’s adjacent real property.

9. **Freedom Park Addition.** Upon request by the Town of Leesburg, the one acre area of real property depicted on the Concept Plan as the “Freedom Park Addition” in the northwest quadrant of Battlefield Parkway and the Dulles Greenway Interchange adjacent to Freedom Park shall be offered free of liens and encumbrances for dedication to the Town of Leesburg for public park purposes.

II. TRANSPORTATION

A. **Road Network.** Unless otherwise specified or modified in these Proffers, all roads on the Property will be private and will be constructed in accordance with the standards of the Land Subdivision and Development Ordinance (the "LSDO"), the Facilities Standards Manual (the "FSM"). Hawling Farm Boulevard and the Greenway Exit Ramp illustrated on the Concept Plan will be public roadways and will be constructed to Virginia Department of Transportation ("VDOT") standards. The Owners shall grant a public access easement for emergency vehicles and public bus service over all private roads constructed on the Property.

B. **Transportation Improvements.** The transportation-related land dedication and improvements will be provided as follows:

1. **Hawling Farm Boulevard:** Prior to approval of the first record plat or site plan for development upon the Property, whichever is first in time, the Owners will either construct or bond for construction a four lane divided section, within a 90 foot wide right-of-way, of Hawling Farm Boulevard from Battlefield Parkway to the Greenway Exit Ramp as shown on Sheet 3 of the Concept Plan. The Owners shall bond or construct an extension of Hawling Farm Boulevard from the Greenway Exit Ramp to the southern boundary of the Property prior to first site plan or record plat for the portion of the Property that will use the extension of Hawling Farm Boulevard for access. Such construction or bonding for construction shall include the turn lanes reasonably required to meet VDOT standards at the median breaks on Hawling Farm Boulevard. The Owners shall obtain all right-of-way necessary to construct and offer for dedication to VDOT the portion of Hawling Farm Boulevard described in this Proffer II.B.1. The portion of Hawling Farm Boulevard from Battlefield Parkway to the Greenway Exit Ramp shall be constructed and open for public use prior to issuance of the first occupancy permit for any use developed on the Property as the result of approval of ZMAP 2012-0021. The portion of Hawling Farm Boulevard from the Greenway Exit Ramp to the southern boundary of the Property shall be constructed and open for public use prior to issuance of the first occupancy permit for any use developed on the portion of the Property that uses the extension of Hawling Farm Boulevard for access.

2. **Hawling Farm Boulevard-Battlefield Parkway Intersection:** Prior to approval of the first record plat or site plan for development upon the Property, whichever is first in time, the Owners will either construct or bond for construction in accordance with the schematic designs on Sheet 5 of the Concept Plan the following improvements:

- a. Two left turn lanes from Battlefield Parkway to Hawling Farm Boulevard.

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- b. Two additional left turn lanes and two right turn lanes from Hawling Farm Boulevard to Battlefield Parkway;
- c. A median break in Battlefield Parkway at Hawling Farm Boulevard;
- d. A right turn lane from Battlefield Parkway to Hawling Farm Boulevard; and
- e. Signalization on Battlefield Parkway at Hawling Farm Boulevard.

The above-described Hawling Farm Boulevard – Battlefield Parkway Intersection Improvements shall be constructed and offered for dedication to VDOT or the Town of Leesburg and open for public use prior to issuance of the first occupancy permit for any use developed on the Property as the result of approval of ZMAP 2012-0021.

3. Hawling Farm Boulevard Bus Shelters: Within 60 days of commencement of regularly scheduled public bus service to Crosstrail and upon request by the Loudoun County Director of the Department of Transportation Services, the Owner or its successors and assigns will apply for the required approval for up to three bus shelters to be located along Hawling Farm Boulevard and, within 30 days of approval of such bus shelters, will commence construction of the shelters. The number and location of up to 3 shelters shall be agreed to by the Applicant and Loudoun County Office of Transportation Services. Upon completion of construction of the bus shelters the shelters will be dedicated to Loudoun County if the shelters are located in public right-of-way, or will be conveyed to the COA as defined below if the shelters are located upon COA maintained portions of Crosstrail.

4. Dulles Greenway Exit Ramp: Prior to approval of the first occupancy permit for any use developed on the Property as the result of approval of ZMAP 2012-0021, the Owners shall bond, construct, offer for dedication to VDOT, and open for public use as a regional transportation improvement that benefits areas within five (5) miles of the Property, the Greenway Exit Ramp from northbound Dulles Greenway to Hawling Farm Boulevard in the approximate location shown on Sheet 5 of the Concept Plan.

5. Traffic Signal Construction: Prior to issuance of site plan approval for development on the Property in excess of 250,000 square feet the Owners shall conduct development warrant studies and if warranted by actual traffic or projected traffic from the Property, the Owners shall post with the County a bond in the amount of the cost of construction of and construct traffic signalization consistent with VDOT standards at the two vehicular entrances to the Property from Hawling Farm Boulevard as shown on the Concept Plan. After the first 250,000 square feet of development, the Owners shall conduct development warrant

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studies prior to site plan approval for each additional 200,000 square feet increment of development on the Property and if warranted by actual traffic or projected traffic from the Property for such increased amount of development, the Owners shall post with the County a bond in the amount of the cost of construction of and construct traffic signalization consistent with VDOT standards at the two vehicular entrances to the Property from Hawling Farm Boulevard as shown on the Concept Plan.

C. **Cash in Lieu of Construction.** If, at the time required in these proffers for construction of the four lane divided section of Hawling Farm Boulevard or the Greenway Exit Ramp described above, said improvements have been constructed by others, then in lieu of constructing such improvements, the Owners will pay the commercially reasonable cost of construction of such improvements to Loudoun County for reimbursement by the Board to the party who constructed such improvements or for construction of public transportation improvements within five miles of the Property as determined by the Board. No such payments in lieu of construction shall be paid if the Owners provide the County with evidence that the Owners and a third party have paid for or have agreed to pay for the cost of construction of such improvements, or have contracted to construct or have jointly constructed such improvements at no cost to the County or VDOT. For the purposes of determining the amount of any in-lieu-of contribution, the commercially reasonable cost of construction shall be defined as all commercially reasonable engineering, surveying, bonding, permit fees, utility relocation, and other actual costs of construction of the improvement. Any payments in lieu of actual construction shall occur at the time specified in the applicable proffer for construction or bonding of the improvements or, at the Owners' sole discretion, earlier than the time specified. In the event of a disagreement between the Owners and the County concerning the construction cost amount, then the cash-in-lieu of construction amount shall be determined by two qualified independent Virginia licensed engineers, fully paid for by the Owners, one selected by the Board and one selected by the Owner, who shall agree on the cost amount. In the event the engineers are unable to agree, the two referenced engineers shall select a third engineer who shall render a decision as to which of the two estimates are most reasonable and that estimate shall be used as the amount of the cash-in -lieu of construction amount. The cost of the estimation services performed by those engineers shall be included as a part of the cost of construction.

III. PUBLIC WATER AND SANITARY SEWER

The Property shall be developed using public water and sanitary sewer facilities, which shall be constructed by the Owners to the Property at no cost to Loudoun County or the Town of Leesburg. Public water and sanitary sewer facilities shall be extended to the Property in accordance with Town of Leesburg standards in the locations shown on Sheet 6 of the Concept Plan. In the event the public water line includes a connection to the water source tie-in on Sycolin Road, a public water stub shall be constructed at the boundary of the Property and Sycolin Road to facilitate further extension by others of the Town's water distribution system.

At the Owners' election after receiving approval by the Town of Leesburg, sanitary sewer service including a force main and pump station may be provided along the northern route as shown on Sheet 6 of the Concept Plan. Provision of sanitary sewer service and public water in the location shown on Sheet 6 of the Concept Plan will allow uses by ZMAP 2008-0009, ZMAP 2012-0021 and SPEX 2012-0047, 2012-0048, and 2012-0049 to be developed on the real property that was the subject of such land development approvals after receipt of related site plan, subdivision, zoning permit and occupancy permit approvals. It is anticipated that a majority of office and other permissible PD-IP uses, as distinguished from non-office PD-CC-SC uses permitted by approval of ZMAP 2012-0021, will be developed on the Property and upon the Owners' adjacent real property located north of the Property within the Town of Leesburg or south of the Property within the County of Loudoun using the utility systems illustrated on Sheet 6 of the Concept Plan.

IV. EMERGENCY SERVICES

A. Owners' Contribution. At the time of the issuance of each zoning permit for development on the Property, the Owners shall make a one-time contribution of ten cents for each square foot of gross floor area, identified by each zoning permit, which shall be payable to the County for equal distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. At such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make these contributions at the time of issuance of zoning permits shall cease. Notwithstanding the foregoing, if only one of the volunteer companies is no longer providing service to the Property at the time of issuance of zoning permits, this contribution obligation shall be reduced by one-half, with the funds to be distributed to the remaining volunteer company. The intent of these provisions is to support a volunteer fire and rescue system so long as it is a primary provider of fire and rescue services to the Property. Such contribution shall be adjusted annually in accordance with changes to the CPI, beginning from a base year of 1988.

B. Emergency Vehicle Access. The Owners shall provide all-weather, gravel compacted access for emergency vehicles reasonably acceptable to the Fire Marshall to the portion of the Property under construction, no later than framing stage of construction of such portion of the Property.

V. COMMERCIAL OWNERS' ASSOCIATIONS

The Owners shall establish a Commercial Owners Association for the Property (the "COA") that will include all owners of interests in the Property prior to approval of the first record plat or site plan, whichever is first in time, for any portion of the Property. The duties of the COA shall include, but shall not be limited to, maintenance of the common areas located on

the Property and within the area of ZMOD 2013-0002 as well as other real property served by the utilities illustrated on Sheet 6 of the Concept Plan, including all the parking areas, private streets, landscaping and signage. The Owners shall prepare documents to create the COA and submit such documents for review and approval by the County prior to approval of the first record plat or site plan for the Property, whichever is first in time, to determine conformity of the COA documents with these Proffers.

VI. NOISE STUDY

Prior to issuance of site plan approval for the hotel that is the subject of SPEX 2012-0047, the Owners will conduct a study of highway noise generated from the Dulles Greenway Route 267. If the noise levels from the Dulles Greenway exceed the criteria noted in the study, the Owners will ensure habitable rooms constructed in the hotel will be attenuated below impact levels described in the noise study.

VII. LEESBURG EXECUTIVE AIRPORT

The Owners acknowledge and agree to comply with FAA Part 77 regulations for any structure constructed on the Property. The Owners agree to construct lighting on the Property that shall be oriented and shielded to prevent glare in excess of Loudoun County standards in Section 5-1504 of the Revised Loudoun County Zoning Ordinance and will be designed so as to not cause a safety hazard for aircraft using the Leesburg Executive Airport.

VIII. EXISTING WELLS AND DRAINFIELDS

Prior to approval of the first site plan for any portion of the Property, the Owners shall abandon all existing wells and drainfields located on the Property in accordance with State Health Department regulations.

IX. STORMWATER MANAGEMENT

Stormwater management serving the Property will be designed in accordance with the latest Loudoun County Facility Standards Manual applicable at the time of submission of each site plan that includes a stormwater management facility. The stormwater management facility illustrated on Sheet 3 of the Concept Plan as the "Possible SWM Facility" will be designed as a retention pond, will include an aquatic bench with vegetation around the perimeter of the pond and will be constructed and operational prior to issuance of the first occupancy permit for a structure that utilizes such stormwater management facility.

Crosstrail Commercial Center
PROFFER STATEMENT
ZMAP 2012-0021
ZMOD 2013-0002

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X. BINDING EFFECTS

The Owners warrant that it owns all interests in the Property; that it has full authority to bind the Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned are fully authorized to sign these Proffers on behalf of the Owners; and that these Proffers are entered into voluntarily.

Crosstrail Commercial Center
PROFFER STATEMENT
ZMAP 2012-0021
ZMOD 2013-0002

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LEESBURG COMMERCIAL LC

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction,
personally appeared _____, as _____
of Leesburg Commercial LC, who acknowledged that he/she executed the foregoing Proffers
with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____
_____, 2013.

Notary Public

My Commission Expires: _____

Crosstrail Commercial Center
PROFFER STATEMENT

ZMAP 2012-0021
ZMOD 2013-0002

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LEESBURG AIRPORT ASSOCIATES, L.C.
By: MVP Management LLC, Manager

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of MVP Management LLC, Manager of Leesburg Airport Associates, L.C., who acknowledged that he/she executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2013.

Notary Public

My Commission Expires: _____

CONDITIONS OF APPROVAL

SPEX 2012-0047 CONDITIONS OF APPROVAL – October 1, 2013

Staff recommends the following Conditions of Approval:

- 1. Substantial Conformance** – Development of the Special Exception use, “Crosstrail Commercial Center,” PD-IP (Planned Development-Industrial Park) and AR-1 (Agricultural Residential-1) zoning districts administered under the Revised 1993 Loudoun County Zoning Ordinance, and TOL I-1 (Town of Leesburg, I-1), Town of Leesburg Zoning Ordinance, (herein referred to as the “Hotel Special Exception Use”), shall be in substantial conformance with Sheets 1 through 3 (together comprising and herein referred to as the “Special Exception Plat”) of the plans set entitled “Crosstrail Commercial Center; Special Exception SPEX 2012-0047; Zoning Modification 2013-0002” dated January 25, 2013, revised through July 30, 2013, and prepared by Dewberry Consultants, LLC and the Revised 1993 Loudoun County Zoning Ordinance (“Zoning Ordinance”). Approval of this application for the parcels identified as Tax Map # /60/////7B-1/ (PIN # 234-38-8113), ,referred to herein as the “Property”) shall not relieve the Applicant or the Owners of the Property from the obligation to comply with and conform to any other Zoning Ordinance, Codified Ordinance, or applicable regulatory requirement.
- 2. Water Supply and Sanitary Sewer.** The hotel shall be developed using public water and sanitary sewer facilities, which shall be constructed by the owners of the property at no cost to Loudoun County or to the Town of Leesburg. Public water and sanitary sewer available from the Town of Leesburg shall be extended to the property in accordance with Town of Leesburg standards. If a sanitary sewer pump station is necessary for a “Northern Route” connection to the Town’s sanitary sewer system, it shall be considered a temporary solution and abandoned once connection to the Lower Sycolin system is available, and the private pump station shall be maintained and owned by the applicant. The applicant shall submit a request to the Town Manager for an interim sanitary sewer pump station and outfall.
- 3. Transportation Improvements.** The applicant shall construct Hawling Farm Boulevard southward from Battlefield Parkway to provide access for the hotel prior to issuance of a Certificate of Occupancy.
- 4. Lighting.** Signage and lighting will conform to Section 5-1200 and Section 5-1500 of the Revised 1993 Loudoun County Zoning Ordinance, FAA Part 77 regulations, as necessary for safety and security, and designed so as to not cause a safety hazard for aircraft using the Leesburg Executive Airport. Signage will be applied separately. Site building and parking lot lighting shall be designed and constructed with cut-off and fully-shielded fixtures so that light is directed inward and downward toward the interior of the property, respectively, away from adjacent streets and properties, to prevent glare in excess of

Loudoun County standards. The mounting height of any exterior light fixture shall not exceed 20 feet. Height shall be measured from the ground to the bottom of the light fixture.

5. **Noise.** The applicant will provide a noise impact study to the County that will determine the need for additional buffering and/or noise attenuation measures along Hawling Farm Boulevard and the Dulles Greenway (Route 267). The noise impact study shall be based upon traffic volumes for Dulles Greenway and Hawling Farm Boulevard at a time 10-20 years from the start of construction based upon the most recent, applicable forecast available from the Department of Transportation and Capital Infrastructure, the ultimate road configuration as defined in the Revised Countywide Transportation Plan, and the ultimate design speed. This noise impact study will be conducted by a certified professional engineer and submitted to the County concurrently with the first site plan or construction plan, whichever is first in time. Noise impacts occur if noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing levels) or approach (one decibel less than), meet, or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan. For all impacted uses, noise attenuation measures shall be provided along the specified roadways sufficient to mitigate the anticipated noise impacts prior to the issuance of occupancy permits for the impacted structure. Noise attenuation shall result in noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and shall result in a noise reduction of at least 5 decibels. Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation). Structural noise attenuation measures (e.g., noise walls) shall be used only in cases where the mitigation cannot otherwise be achieved.
6. **Parking.** Parking will meet or exceed the requirements of the Revised 1993 Loudoun County Zoning Ordinance, Section 5-1100, in the locations generally depicted on Sheet 3 of the hotel Special Exception plat.
7. **Previous Approvals.** The parcel is subject to ZMAP 2008-0009 and SBPL 2010-0007, Crosstrail.
8. **Airport Impact Overlay District.** The hotel Special Exception limits are located within the LDN-65, LDN-60-65, and 1-mile buffer from Leesburg Executive Airport, and subject to Revised 1993 Loudoun County Zoning Ordinance, Section 4-1400.
9. **Sidewalks.** The applicant shall provide sidewalks, at least six (6)-feet in width, alongside all access driveways and also in locations as depicted on Sheet 3 of the Hotel Special Exception plat.



BOARD OF SUPERVISORS PUBLIC HEARING

SUBJECT: ZMAP-2012-0021, Crosstrail Commercial Center
SPEX-2012-0047, Crosstrail Comm. Center Hotel
SPEX-2012-0048, Crosstrail Comm. Center Gas Pumps
SPEX-2000-0000, Crosstrail Comm. Center
ZMOD-2013-0002, Crosstrail Comm. Center
SPMI-2013-0008, Crosstrail Comm. Center

ELECTION DISTRICT: Catoctin

CRITICAL ACTION DATE: January 27, 2014

STAFF CONTACTS: Rodion Iwanczuk, Project Manager, Department of Planning
Julie Pastor, AICP, Director, Department of Planning

APPLICANT: Nancy McGrath, Peterson Companies

PURPOSE: The purpose of the applications is to consider rezoning 58.2 acres of land within the Leesburg Joint Land Management Area and immediately abutting the Town of Leesburg to PD-CC-SC (Planned Development – Small Regional Center) in order for the applicant to develop up to 550,000-square feet of retail uses and up to 100,000-square feet of office uses. The applicant is also seeking approval for two Special Exceptions within the proposed PD-CC-SC district for gas pumps accessory to a convenience food store and accessory outdoor sales area to a retail use. The applicant also is seeking approval for a hotel Special Exception use within the PD-IP district, and a Minor Special Exception regarding access to a collector road for the hotel.

RECOMMENDATIONS: At its October 1, 2013 worksession, the **Planning Commission** voted 7-0-1-1 (Ruedisueli absent, Syska abstaining) to forward the rezoning and special exception applications to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated September 11, 2013 and the SPEX-2012-0047 Conditions of Approval, and based on the Findings contained on page 5 of this report.

Staff do not support the rezoning and associated special exception applications, but could support the hotel special exception, minor special exception, and zoning modification adjacent to Route 267.

CONTENTS OF THIS STAFF REPORT

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SUGGESTED MOTIONS:

1. I move that the Board of Supervisors forward ZMAP-2012-0021, SPEX-2012-0047, SPEX-2012-0048, SPEX-2012-0049, SPMI-2013-0008 and ZMOD-2013-0002, Crosstrail Commercial Center, to the **December 4, 2013 Board of Supervisors Business Meeting** for action.

OR

2. I move that the Board of Supervisors forward ZMAP-2012-0021, SPEX-2012-0047, SPEX-2012-0048, SPEX-2012-0049, SPMI-2013-0008 and ZMOD-2013-0002, Crosstrail Commercial Center, to the **November 15, 2013 Transportation and Land Use Committee** for further discussion.

OR

3. I move an alternate motion.

I. APPLICATION INFORMATION	
<p>APPLICANT Peterson Companies Nancy McGrath, General Counsel 12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033 (703) 631-7585 nmcgrath@petersoncos.com</p>	<p>REPRESENTATIVE Reed Smith LLP Michael Banzhaf, Esq. 3110 Fairview Park Drive #1400 Falls Church, VA 22042 (703) 641-4200 mbanzhaf@reedsmith.com</p>
<p>REQUEST Peterson Companies of Fairfax, Virginia, has submitted: 1) an application to rezone approximately 58.2 acres from the PD-IP (Planned Development-Industrial Park) zoning district to the PD-CC-SC (Planned Development-Commercial Center-Small Regional Center) zoning district in order to develop a retail center with up to 550,000 square feet of retail and service uses and up to 100,000 square feet of office uses at a collective non-residential Floor Area Ratio (FAR) of approximately 0.27; 2) special exceptions to permit gas pumps accessory to a convenience food store (SPEX-2012-0048) and accessory outdoor sales (SPEX-2012-0049) within the proposed PD-CC-SC zoning district; 3) a special exception to permit a hotel use on a separate 27.9-acre PD-IP zoned portion of the subject property that is not included in the abovementioned rezoning; and 4) eliminate the requirement that a hotel be located on, or with ready access to, collector or arterial roads (access to a collector or arterial road will be provided through the existing PD-IP zoning district). The applicant is also requesting modifications of the Zoning Ordinance as follows:</p>	
Zoning Ordinance Section	Proposed Modification
ZO §4-205(C)(2), Lot Requirements, Yards, Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses	Reduce the minimum yard for buildings, parking, outdoor storage, areas for collection of refuse, and loading areas from 100 feet to 35 feet along subject property's eastern boundary (boundary with PIN: 192-25-8128); and Permit parking between buildings and the subject property's eastern boundary (boundary with PIN: 192-25-8128).
ZO §4-205(C)(3), Lot Requirements, Yards, Adjacent to other Nonresidential Districts	Reduce the minimum yard for parking within Land Bay B from 35 feet to 0 feet along the subject property's northern and eastern boundaries (boundary with PIN: 234-38-8113-002).
ZO §4-206(C), Building Requirements, Building Height	Increase the maximum building height from 50 feet to 75 feet, with no additional setbacks, for buildings within Land Bay B that have 75 percent or greater floor area for office use.
ZO §5-1103(A), General Location Requirements, Parking Facilities	Permit uses located within the proposed PD-CC-SC zoning district to use parking facilities located within the PD-IP zoned portion of the subject property, and permit uses within the PD-IP zoned portion of the subject property to use parking facilities located within proposed PD-CC-SC zoning district, as long as all parking facilities shall be provided within 500 feet of the principal entrance of the building being served.
ZO §5-900(A)(2), Building & Parking Setbacks From Roads, Route 267	Reduce the minimum parking setback from 100 feet to 50 feet along the Route 267 frontage.
ZO §4-505(B)(2), Lot Requirements, Yards Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses	Permit parking between buildings and the subject property's western boundary (boundary with Route 267).
ZO §4-505(B)(3), Yards Adjacent to other Nonresidential Districts	Reduce the minimum yard for parking from 15 feet to 0 feet along the subject property's southern and eastern boundaries (boundary with PIN: 234-38-8113-002).

PARCELS PIN 234-38-8113-001 and PIN 235-20-1426	
ACCEPTANCE DATE February 1, 2013	ACREAGE 426.76
LOCATION Primarily south of Battlefield Parkway, east of the Dulles Greenway (Route 267), on the north side of Shreve Mill Road (Route 653), and west of Sycolin Road and Leesburg Executive Airport	
ZONING ORDINANCE Revised 1993	EXISTING ZONING PD-IP, Airport Impact Overlay District (>65 Ldn, 65-60 Ldn, 1 mile buffer to 60 Ldn aircraft noise contours), Floodplain Overlay District, Limestone Overlay District
POLICY AREA Leesburg Joint Land Management Area	PLANNED LAND USE Business, Keynote Employment, FAR up to 1.0

II. PLANNING COMMISSION REVIEW AND RECOMMENDATION

A public hearing was held on September 17, 2013. Two members of the public spoke, one with a question about construction of Crosstrail Boulevard, which is not a part of the subject applications. The second speaker was not opposed or supportive of the applications but did express concerns, notably lack of conformance with the Planned Land Use Map of the Revised General Plan, and preservation of the environmental feature located south of and abutting the rezoning area.

Planning Commissioners sought additional information regarding the office/retail mix of similar projects that the applicant has constructed in Northern Virginia, why the proposed project would contain much more retail than office development, and how the lack of phasing, with respect to tying retail with office development, could be justified. Commissioners also asked about the impact to Leesburg Executive Airport and about whether proffered transportation improvements would mitigate or offset the impacts on the road network. The Commission voted 8-0-1 (Ryan absent) to forward the applications to a future worksession for further discussion.

At an October 1, 2013 worksession, discussion focused on transportation issues and impacts to the roadway network. Staff and the applicant provided additional information to the Commission concerning the need for transportation (roadway) improvements in the area that could be attributed to the proposed project and those that are planned and programmed or would be provided by the applicant. Commissioners requested Staff to identify specific regional road improvements, provided below under Section VII.D., Transportation.

The applicant and Staff clarified the number of through and turn lanes on Battlefield Parkway that borders the Crosstrail property to the north. The applicant suggested that the Greenway exit ramp to Hawling Farm Boulevard should be considered as a regional road improvement providing access to Battlefield Parkway via Hawling Farm Boulevard for a significant amount of traffic, and due to the ramp's approval by the Commonwealth Transportation Board. County Staff, however, disagreed that the exit ramp, originally proposed by Peterson Companies in CPAM-2004-0018 to change the property's planned land use designation, would route traffic to Battlefield Parkway so much as providing access to uses located on the Crosstrail Property, and that any benefit could be shortlived with buildout of the Crosstrail Commercial Center creating traffic congestion on Hawling Farm Boulevard.

Commissioners also discussed the Leesburg-area commercial market with Staff and the applicant. The applicant confirmed that the proposed retail center's primary market area, containing three-fourths of prospective customers would be an area generally west of Lansdowne Boulevard/Claiborne Parkway and north of Goose Creek. Staff noted that the proposed project would add a considerable amount of new retail space in the Leesburg Joint Land Management Area and put added pressure on existing Leesburg retail businesses and commercial properties which have substantially greater vacancy rates than for the County as a whole (including Leesburg). Several Commissioners stated that additional competition in retail offerings and available retail properties would be a benefit to the local real estate market. Concerns were also raised about the applicant's contention that future office use would be lured by the presence of retail stores as proposed.

The Planning Commission voted 7-0-1-1 (Ruedisueli absent, Syska abstaining) to forward the application to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated September 11, 2013, subject to the Conditions of Approval dated October 1, 2013, and based on the Findings for Approval below.

The Proffer Statement dated October 30, 2013 has been reviewed by the County Attorney's Office, and recommendations for revisions have been forwarded to the applicant. It is anticipated that further review by the County Attorney's Office will be needed upon revision by the applicant and prior to action by the Board of Supervisors.

Conditions of Approval for the hotel special exception, dated October 31, 2013, have been reviewed by the County Attorney's Office.

III. PLANNING COMMISSION FINDINGS FOR APPROVAL

1. The rezoning application provides a beneficial economic use to Loudoun County.
2. The rezoning application reduces transportation impacts.
3. The proposed rezoning to PD-CC-SC district is compatible with ongoing operations of Leesburg Executive Airport, a designated reliever airport on the Virginia Air

Transportation System for Dulles International Airport, based upon land use, building heights, noise levels, safety, and overflight.

4. Retail development as proposed will have negligible impacts on existing and approved retail businesses and properties in and around the Town of Leesburg.
5. Zoning Modifications requested to regulations contained in the Revised 1993 Zoning Ordinance that would reduce required setbacks and yards for building, parking, outdoor storage, areas for collection, and loading, adjacent to agricultural and residential and non-residential districts and properties not owned by the applicant are compatible with such properties to the east and/or north.

IV. CONTEXT

Location/Site Access – The Crosstrail property, in the Leesburg Joint Land Management Area (JLMA), is located primarily south of Battlefield Parkway, east of the Dulles Greenway (Route 267) (with approximately one acre located in the northwest quadrant of Battlefield Parkway and the Dulles Greenway Interchange), on the north side of Shreve Mill Road (Route 653), and on the west side of and west of Sycolin Road (Route 643) and Leesburg Executive Airport in the Catoclin Election District. It can be accessed from Battlefield Parkway.

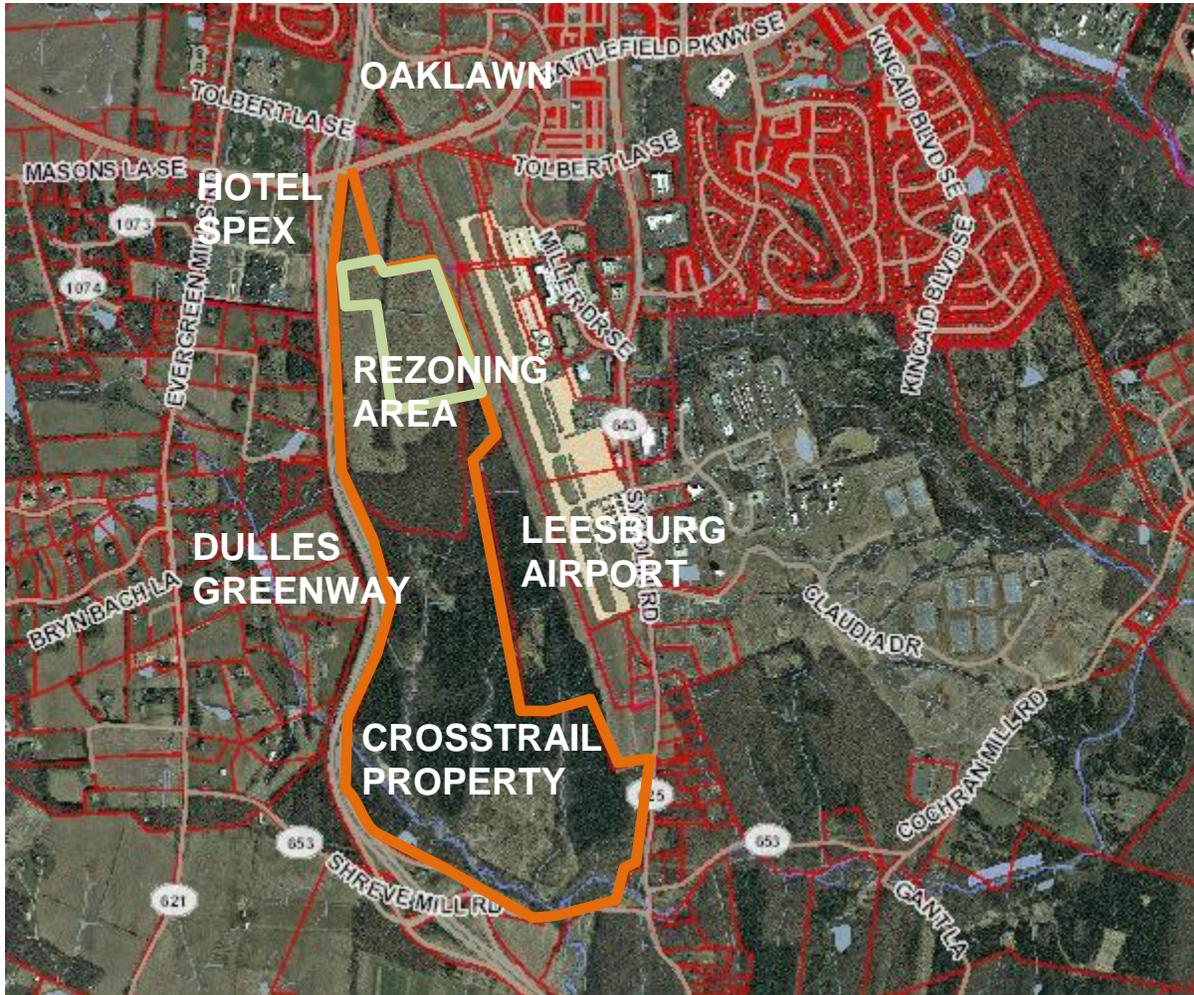
Existing Conditions – The subject property is currently vacant and unimproved. It is located within the AI (Airport Impact) Overlay District, partially within the Ldn 65 or higher aircraft noise contour, partially between the Ldn 60-65 aircraft noise contours and within one (1) mile of the Ldn 60. Portions of the property are located within the FOD (Floodplain Overlay District) for minor floodplain, and within the Limestone Overlay District (LOD). However, County staff determined in 2010 that the property is exempt from the LOD requirements, based on demonstration that the Crosstrail property is not underlain by carbonate conglomerate, through findings of a subsurface investigation, soils mapping information, and information presented on available geologic maps and reports. A vernal pool¹ surrounded by forest cover is located on the subject property just to the south of the proposed rezoning area, and the applicant is proffering to preserve the vernal pool and surrounding tree cover. Wetlands located on the property drain offsite, via box culverts

¹ Vernal pools are small wetlands characterized by a lack of vegetation (though they may support some herbaceous wetland species) resulting from the persistence of standing water for a portion of the year and are perhaps best known as important breeding habitat for amphibians including several species of salamanders. For vernal pools to be effective breeding habitats for amphibian populations, they must retain water for at least two months during the spring and summer breeding season in most years so that amphibians can complete their larval stage. The amphibians and invertebrates found in vernal pools constitute a rich source of food for various species of birds, mammals, and reptiles that may be attracted to the pools. Wood ducks, mallards, black ducks, and great blue herons are occasionally known to feed at these pools (Source: Vermont Fish and Wildlife Department).

underneath Dulles Greenway. The property contains several archaeological sites, including a prehistoric campsite previously disturbed by construction of the Dulles Greenway, and remains from the 18th Century Hawling Farm which have been documented archaeologically.

Surrounding Properties – Dulles Greenway forms the subject property's western boundary. The Greenway is a limited access, six-lane roadway designated in the 2010 Countywide Transportation Plan (CTP) as an arterial highway. West of the Greenway is Heritage High School located within the Town of Leesburg and zoned R-E and residential uses located in the County's Rural Policy Area and zoned AR-1. The balance of the subject property in the JLMA that is not a part of the subject application is designated Business and Keynote Employment on the Planned Land Use Map of the Revised General Plan. A 4.75-acre portion on the south side of Sycolin Creek is contained in the Lower Sycolin Subarea of the Transition Policy Area. The property is zoned PD-IP (Planned Development-Industrial Park). The 4.75-acre portion is zoned TR-10 and planned for clustered residential development and limited non-residential uses. However this small section is primarily a major floodplain in which no building activity could take place and so would serve as an open space buffer between developed area to the north and the rest of the Transition Policy Area to the south. A portion of the subject property located both north and east is located within the Town of Leesburg and zoned I-1 (Industrial) and is vacant. Land to the north across Battlefield Parkway is located within Leesburg and zoned PRC (Planned Residential Community) but remains vacant.

Figure 1. Vicinity Map



Directions - From Leesburg, heading east on Route 7, turn right (south) on Battlefield Parkway, and the property is on the left on the west side of Leesburg Executive Airport. Alternatively, heading east from Leesburg on Route 267 (Dulles Greenway), exit at Battlefield Parkway, turn left (eastbound) and the property will be on the right (south side) to the east of the Greenway.

Background - The 426.76 acres of Crosstrail property under Loudoun County jurisdiction has been the subject of two recent land use changes. Under CPAM-2006-0002, the planned land use of the property north of future Crosstrail Boulevard was changed to Business from Keynote on the Planned Land Use Map of the Revised General Plan. The property designation on the Toll Road Plan Map was changed from Business Employment to Business. In 2008, a substantial portion of the property was rezoned to PD-IP (Planned Development-Industrial Park) under Board-initiated ZMAP-2008-0009 in order to implement the change in the Planned Land Use Map.

V. PROPOSAL

Zoning Map Amendment Petition – Zoning Map Amendment– The Zoning Map Amendment would rezone 58.2 acres of land from PD-IP (Planned Development-Industrial Park) to PD-CC-SC (Planned Development-Commercial Center-Small Regional Center). Uses permitted in this district may include all uses permitted in neighborhood or community commercial centers, such as food stores, retail stores, restaurants, health and fitness centers, indoor theaters, child care centers, and construction retail stores, as well as motor vehicle sales and service, restaurants with drive-through windows, and training facilities. The applicant also requests Special Exceptions for gas pumps and outdoor sales for a garden center, and several zoning modifications in the development of a retail center. The applicant is proffering Design Guidelines, a “Main Street” design for Land Bay B west of Hawling Farm Boulevard, outdoor gathering spaces, preservation of a vernal pool on a 1.25-acre site lying immediately south of Land Bay A of the rezoning area, a day care facility, a contribution to the Town of Leesburg for park use of a one-acre site in the northwest quadrant of the Battlefield Parkway/Dulles Greenway interchange, several transportation improvements, a fire-rescue contribution, a stormwater management facility, and other features. No phasing plan is proposed with the application.

Land Use	Total Development Potential
Office	100,000 SF
Commercial Retail and Service	550,000 SF
Industrial	0 SF
Hotel	200 rooms
Total Nonresidential	650,000 SF + 200 Room Hotel

Special Exception –The applicant is requesting a Special Exception to allow a hotel use on a portion of the property to remain under PD-IP zoning, and a Minor Special Exception (for consideration by the Board of Supervisors) that would allow access for the hotel to a collector or arterial road but not ready access – direct or immediate and not circuitous access - as required by the Zoning Ordinance.

Application Number	Request	Land Bay	Acreage
SPEX-2012-0047	To permit hotel in the PD-IP zoning district.	NA	27.9
SPEX-2012-0048	To permit gas pumps accessory to a convenience food store in the PD-CC-SC zoning district.	Land Bay A	2.1
SPEX-2012-0049	To permit accessory outdoor sales area in the PD-CC-SC zoning district.	Land Bay A	1.0

Revised 1993 Zoning Ordinance Modifications – The applicant seeks approval of several modifications to allow reductions in yards adjacent to agricultural, residential, and nonresidential districts; to relax building height restrictions; to permit parking facilities for PD-CC-SC and PD-IP uses in either district; to reduce parking setbacks; and to permit parking in the yard adjacent to the JLMA-20 zoning district. Staff provide an evaluation of the zoning modifications under the Zoning Analysis section of this staff report.

VI. OUTSTANDING ISSUES

Staff have identified the following outstanding issues:

1. **Land Use** – The Revised General Plan recommends Business use for the application area, which includes primarily office and industrial (employment) uses with a minor supportive retail component. The Crosstrail property was rezoned by the Board of Supervisors on October 21, 2008 to PD-IP (Planned Development – Industrial Park) to implement the Business policies of the Revised General Plan and Use Map. The proposal also lacks any phasing plan and, as such, the entire retail component of the project could be built prior to, or without any, development of office use. The retail component is also not part of or accessible to any pedestrian-generating uses. The applicant is requesting rezoning to PD-CC-SC (Planned Development – Commercial Center – Small Regional Center) to allow for Destination Retail uses.
2. **Transportation Proffers** – The applicant had previously proffered the construction of an exit ramp from Dulles Greenway or a \$1 million regional road contribution. However, the applicant now proposes only to construct the exit ramp and County staff continues to suggest that both are warranted.

Following Planning Commission review, and in response to Commission request, Staff have identified four specific projects at two intersections in the vicinity of the Crosstrail property that regional road contribution could be directed toward. Further detail and cost estimates are contained in Section VII.D., Transportation.

3. **Town of Leesburg** Issues:

- The Leesburg Town Plan recommends Regional Office for the Crosstrail property, with up to 20 percent retail to serve office and industrial development. Office uses should be a significant component of projects with retail components included and designed as a well-integrated unit. The Leesburg Town Plan does not support a predominantly retail project. Town Staff note the Oaklawn development on the opposite side of Battlefield Parkway is approved for 1.5 million square feet of retail, office, hotel, and restaurant use.

- Compatibility with Leesburg Executive Airport. Draft Proffer VII concerning lighting and FAA Part 77 regulations addresses previously-expressed Town concerns about interference with airport operations.
 - Stormwater management. Town Staff expresses concern that drainage may cause offsite impacts to the Airport, and that water quality which results from drainage must be consistent with new Virginia regulations. The applicant's proffers state that stormwater management facilities will include an aquatic bench and be designed in accordance with the latest Loudoun County Facility Standards Manual regulations.
 - Connection to Leesburg water/sewer utilities – Although Town Staff prefer that the applicant connect sanitary sewer to the south, there could be agreement to support the applicant's proposal to connect to the north on a temporary basis until Town sewer projects are constructed south of the project.
4. **Environmental** – Staff continue to seek physical linkage, such as a connecting strip of green area, of the Vernal Pool as a preservation area with additional areas to the east and south on the property that existing plans indicate would remain undeveloped. However, Staff and the applicant have addressed and resolved several environmental issues previously identified, which include:
- a. Vernal pool as a preservation area rather than as a park-like feature containing a trail and signage;
 - b. Management of tree resources surrounding vernal pool;
 - c. Aquatic bench replacing 50-foot management buffer in minor floodplain provides additional pollution treatment with stormwater management facility.
5. **Proffer Review** – Rezoning Proffers and Conditions of Approval for Hotel use are under review by County Attorney's Office.
6. **Zoning Modifications** – The applicant is requesting several zoning ordinance modifications regarding required area for yards, buildings, parking, and storage, building height, and setbacks, as described in Section VIII., Zoning Modifications, Table 9. Except those adjoining Route 267, Staff has concerns in general with requested modifications creating compatibility issues with adjoining properties and land uses.

VII. POLICY ANALYSIS

Zoning Map Amendment Petition (ZMAP) Criteria for Approval - Zoning Ordinance Section 6-1210(E) of the Revised 1993 Zoning Ordinance states that if an application is for a reclassification of property to a different zoning district classification on the Zoning Map, the Planning Commission shall give reasonable consideration to six (6) factors or criteria for approval. These criteria for approval are organized below by category, followed by Staff's analysis.

Special Exception (SPEX) Criteria for Approval - Zoning Ordinance Section 6-1309 of the Revised 1993 Zoning Ordinance states that in considering a minor special exception or special exception application, six (6) factors shall be given reasonable consideration. These criteria for approval are organized below by category, followed by Staff's analysis.

A. LAND USE

ZO §6-1210(E)(1) *Appropriateness of the proposed uses based on the Comprehensive Plan, trends in growth and development, the current and future requirements of the community as to land for various purposes as determined by population and economic studies and other studies and the encouragement of the most appropriate use of land throughout the locality.* **ZO §6-1309(1)** *Whether the proposed minor special exception or special exception is consistent with the Comprehensive Plan.* **(5)** *Whether the proposed special exception at the specified location will contribute to or promote the welfare or convenience of the public.*

Analysis – There are three outstanding land use issues with the proposed rezoning to commercial retail.

1. The proposed rezoning as predominantly retail is not consistent with the Planned Business-Light Industrial mix. The portion of the property proposed for rezoning is designated on the Planned Land Use Map of the Revised General Plan (Plan) for Business use. From a regional context, adjoining the Town of Leesburg, and based on surrounding land uses, including Leesburg Executive Airport and the Dulles Greenway, the subject property is most appropriately suited for development guided by the “Regional Office” or “Light Industrial” policies of the Revised General Plan (see table below). In 2008 the Board of Supervisors considered the mix of uses in both categories and rezoned the property to PD-IP based on the “Light Industrial” mix in order to implement the Business Community designation in the Plan. Key to both land use mix policies, however, is that office and light industrial uses are intended to be the predominant use while retail uses are subordinate and supportive of other uses, and commercial and retail uses are intended to comprise no more than 10 percent of the total land use mix measured by land area. Given the 426.76 acres of the Crosstrail property under County jurisdiction, retail development should be limited to 42.7 acres and not the 58.2 acres that is proposed for the PD-CC-SC district.

Regional Office and Light Industrial Land Use Mix*

Land Use Category	Regional Office		Light Industrial	
	Minimum Required	Maximum Permitted	Minimum Required	Maximum Permitted
High Density Residential	15%	25%	0%	25%
Commercial Retail & Services**	0%	10%	0%	10%
Regional Office	50%	70%	0%	40%
Light Industrial/Flex	0%	20%	45%	85%
Public & Civic	5%	No Maximum	5%	No Maximum
Public Parks & Open Space	10%	No Maximum	10%	No Maximum
* Revised General Plan Chapter 6, Business, Regional Office and Light Industrial Land Uses				
**Retail Policy guidance provided in Countywide Retail Plan				

Under Plan policies for Business use, retail envisioned for the subject property should be employment supportive. Such retail use is intended to provide retail and personal support services like office supply stores, copying/ mailing facilities, restaurants, daycare centers, and drycleaners (*Revised General Plan, Retail Plan, Service Area-Based Retail Policies, Employment Supportive Retail Policies, Policy 1*). Not included as employment supportive retail uses are those uses that are typically considered to be residential neighborhood service uses such as grocery stores, and larger footprint retailers that could introduce significant retail customer traffic in an employment area.

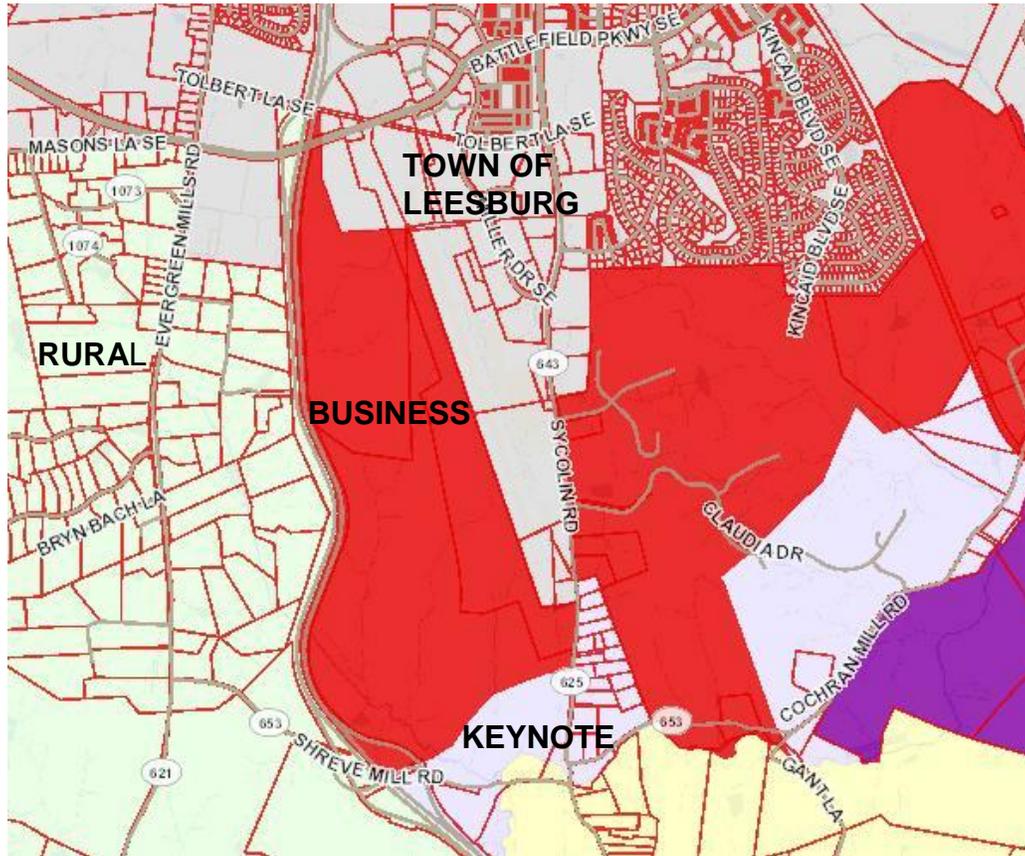


Figure 2 Planned Land Use Map

The applicant stated their belief that retail development could spur interest in office tenants desiring to be located near retail. This is consistent with County policy which specifically allows employment supportive retail development. However, Destination Retail uses have no relationship to the surrounding employment use. The Plan does not suggest using retail to attract industry and recommends a linked development approach. Destination Retail use could also discourage industrial development by driving up the cost of land or adding undesirable traffic to the area. The Retail Plan directs employment supportive retail development in areas planned for Business use to be developed on a pro-rata basis in proportion to non-retail uses as construction occurs (*Revised General Plan, Retail Plan, Service Area-Based Retail Policies, Employment Supportive Retail Policies, Policy 3*). The application includes no development phasing plan and it is possible that, if approved, all of the retail and none of the office or flex/light industrial space could be built.

The Retail Plan notes that Destination Retail Centers act as destinations that attract customers from a regional market. Retail Plan policies focus on mitigating the negative impacts of such large-scale retail development², accommodating retail

² Large-scale retail uses as discussed in the Retail Plan include single-tenant stores of 50,000-square feet or greater, and centers that range in size from 250,000-1.5 million-square feet.

such as big-box stores, and expanding opportunities for appropriate retail development in industrial areas. Destination Retail policies limit such uses to the County's Eastern Urban Growth Area along existing and planned principal arterial corridors. The subject property is not located in the eastern growth area nor is it identified in the Retail Plan's map of preferred sites for such uses. The Retail Plan suggests that Destination Retail uses be clustered to achieve a pattern of coordinated and complementary retail areas offering a wide range of retail services (Revised General Plan, Retail Plan, Corridor-Based Retail Policies, Destination Retail, Policy 1). Such uses are encouraged by the County to be clustered in locations where planned and existing intersections and interchanges can support high traffic volumes, and must have a minimum of two ingress and egress access points (Revised General Plan, Retail Plan, Corridor-Based Retail Policies, Destination Retail, Policies 3 and 4).

2. The proposed rezoning also lacks conformance with policies guiding development in the Leesburg JLMA. The Revised General Plan seeks to strengthen commercial areas within the Towns as the preferred location for retail uses (Revised General Plan, Chapter 9, The Town, Land Use Policies, Policy 9). Although the subject property is not under the Town of Leesburg's jurisdiction, the Leesburg Town Plan includes land use designations for the Leesburg JLMA as recommendations for use as the basis of a joint planning effort with the County. The recommended land uses are based upon the Town's concerns for growth adjacent to the Town's borders and the significant impacts on the Town's residents and businesses. The subject property is designated in the Leesburg Town Plan for Regional Office, which allows office uses such as corporate headquarters, emerging technologies facilities, public and private sector office uses, hotels, conference centers, and higher education facilities as the predominant use as construction occurs. Retail and service uses are intended to be for the daily needs of workers, customers, and businesses, and to be approved under a single integrated plan of development and designed as a well-integrated unit. As such, the Leesburg Town Plan designation is similar to the designation contained on the County's Planned Land Use Map.

Town staff note that Leesburg contains approximately 1.6 million square feet of existing larger lifestyle, regional, and super regional retail centers. The Oaklawn property directly north of the Crosstrail property across Battlefield Parkway is approved for an additional 1.5 million square feet of retail, office, hotel, and restaurant uses. A community retail center that could include up to 150,000 square feet of retail as recommended by the Leesburg Town Plan is anticipated in future years in the Leesburg South property near Route 15 and Evergreen Mills Road. County staff also have concern about the amount of retail proposed and the effect this additional retail use may have on existing retail development within the Town.

Staff note that vacancy rates for retail, flex, and office space are all higher inside Leesburg than in the County (including Leesburg) as a whole:

<u>Category</u>	<u>Leesburg Vacancy Rate</u>	<u>County Vacancy Rate</u>
Retail	7.4 percent (3/13)	4.8 percent (8/13)
Flex/Lt. Ind.	17.2 percent (1/13)	10.1 percent (12/12)
Class A Office	22.9 percent (1/13)	11.1 percent (12/12)

Staff also note that the flex/light industrial space within Leesburg (approximately 649,000-square feet) is limited compared to the entire County (23.6 million square feet), and most such space within Leesburg is at least 20-years old and concentrated in the Leesburg and Cardinal Industrial Parks off Route 7 and the Leesburg Airpark between the airport and Sycolin Road.

Overall, based upon the scale of the proposal (58.2 acres with up to 550,000-square feet of retail use), the lack of conformance with Revised General Plan and Leesburg Town Plan planned land use designations and other policies, and the absence of a phasing plan, Staff cannot support the rezoning application at this time. Staff suggest that conformance with comprehensive plan policies would at a minimum require the applicant to reduce the scale of the proposal and introduce a phasing plan to tie retail development to office development.

ZO §6-1309(1) *Whether the proposed minor special exception or special exception is consistent with the Comprehensive Plan. (5) Whether the proposed special exception at the specified location will contribute to or promote the welfare or convenience of the public.*

Analysis – The separate special exception request for a 200-room hotel on 27.9-acres of the project to remain under PD-IP zoning would locate the hotel on the edge of Land Bay B of the proposed PD-CC-SC district. As the applicant notes in the Statement of Justification, the proposed project incorporates a mixed-use main street-oriented element that integrates office, hotel, retail, and restaurant uses (*Statement of Justification, page 1*). As a stand-alone feature, the hotel is appropriate for the PD-IP district.

However, Staff note that the hotel would lack access to a collector road as required under the Revised 1993 Zoning Ordinance. The collector road that the applicant intends to serve the hotel is proffered with the proposed rezoning. Proposed Conditions of Approval would also require the collector road to be built in order to provide access to the hotel.

Analysis – The proposed Minor Special Exception would allow the hotel use to have access, but not ready access – direct or immediate and not circuitous access – as determined by County Staff, to a collector or arterial road, in this situation, Hawling Farm Boulevard. Staff recognize that there would be secondary access provided to a collector road through the “Main Street” project that would be zoned PD-CC-SC. However, it cannot be considered to be the primary access under the terms of APPL-1989-0002, an appeal of a Zoning Administrator determination to the Board of Zoning Appeals by property owners adjacent to Gilbert’s Corner properties at the Routes 15/50 intersection

seeking approval for a commercial development, discussed later in Section V.D., Transportation. Were Hawling Farm Boulevard to be constructed by the applicant to serve the hotel, independent of the proffered rezoning, Staff would not be opposed to the minor special exception to provide access for the hotel, by means of driveway extending past the proposed PD-CC-SC district, to a collector road, or to the hotel special exception.

Analysis – Two special exception requests are associated with the rezoning request to PD-CC-SC district. Gas pumps adjacent to a convenience food store and outdoor sales adjacent to a retail store are proposed. These accessory uses would not appear out of character within a PD-CC-SC district. Such uses would also appear to be appropriate as employment supportive uses serving the day-to-day needs of businesses and employees in areas designated on the Planned Land Use Map for Business. Staff have suggested, however, that the applicant expand the limits of the Outdoor Sales application to include access to a collector road, in order to comply with the Revised 1993 Zoning Ordinance.

Staff could support the proposed hotel special exception with Conditions of Approval that provide for construction of a collector road to provide access. Staff can also support the Minor Special Exception that would provide access to a collector road through the PD-IP district. Staff note, however, that the Minor Special Exception is needed only in case the proposed rezoning is approved – without the rezoning, the area adjoining the limits of the hotel special exception area would remain in the PD-IP district and ready access could be provided to proposed Hawling Farm Boulevard. Although Staff do not support the rezoning request which includes two other special exceptions, Staff note that such uses would not be out of character as employment supportive uses.

B. COMPATIBILITY

ZO §6-1210(E)(2) *The existing character and use of the subject property and suitability for various uses, compatibility with uses permitted and existing on other property in the immediate vicinity, and conservation of land values.*

Analysis – There are two issues concerning compatibility with the proposed rezoning to PD-CC-SC district of a 58.2-acre portion of the 426.76-acre Crosstrail property (which excludes approximately 18.05 acres located within the Town of Leesburg). Compatibility does not appear to be an issue with the Dulles Greenway located to the west, or the bulk of the Crosstrail property located to the south of the application area.

1. Of paramount importance is compatibility with Leesburg Executive Airport bordering the subject property to the east. Under Revised General Plan policies guiding development within the Leesburg JLMA, the southeastern portion of the JLMA is to be mapped to zoning classifications that are compatible with the Land Use Plan Map and that are also compatible with the Leesburg Executive Airport (Revised General Plan, Chapter 9, The Towns, Leesburg, Leesburg Joint Land Management Area Policy 8). Compatibility with the airport is determined in respect to land use, building heights, noise levels, safety, and overflight.

Future development adjacent to the airport should be guided by two distinct opportunities. The Dulles Greenway provides high-visibility property at an entrance to Leesburg that would be best developed as high-intensity employment. At the same time an active, expanding Leesburg Executive Airport could attract and benefit from warehousing, manufacturing, and other “through the fence” operations typically supporting airpark development. Existing zoning facilitates both types of development. From an economic standpoint, Leesburg Executive Airport was estimated in a 2011 Commonwealth of Virginia Economic Impact Study to generate 634 jobs, \$32 million in payroll, and \$78 million in direct and indirect economic activity.

The overhead flight pattern of Leesburg Executive Airport extends approximately $\frac{3}{4}$ to 1 mile west of the airport runway. The airport has been operational since 1964 and is a designated reliever on the Virginia Air Transportation System for Dulles International Airport. Land Bay A would be closest to the airport and within the AI (Airport Impact) Overlay District, partially within the Ldn 65 or higher aircraft noise contour, partially between the Ldn 60-65 aircraft noise contours, and within one mile of the Ldn 60. Several building envelopes are proposed on the CDP to be sited partially within the Ldn 65, and additional building area is proposed between the Ldn 60-65. None of the structures would contain residential use. However, the presence of commercial uses adjacent to the airport, as indicated on the CDP, with employees working near the airport presents the potential for noise complaints to cause tension with the airport neighbor.

Town and Federal Aviation Administration (FAA) staff note that any proposed construction adjacent to the airport requires the developer to submit a Notice of Proposed Construction to the FAA via Form 7460. The submission of such form will permit evaluation by the FAA to determine if the height of proposed structures will penetrate protected airspaces surrounding the airport and also determine whether there would be any adverse effects upon the FAA’s Instrument Landing System (a navigational aid). The applicant’s proffers state that structures will comply with FAA Part 77 regulations concerning such construction.

2. Adjacent to the subject property to the north, across Battlefield Parkway, is the Oaklawn property that is approved for 1.5 million square feet of commercial retail and service (95,000-square feet), office (1.26 million square feet), hotel (150 rooms), and restaurant (64,000-square feet) uses. Town staff note that there is already existing retail in large lifestyle, regional, and super regional retail centers of approximately 1.6 million square feet in Leesburg.

ZO §6-1309(2) *Whether the level and impact of any noise, light, glare, odor or other emissions generated by the proposed use will negatively impact surrounding uses. (3) Whether the proposed use is compatible with other existing or proposed uses in the neighborhood, and on adjacent parcels.*

Analysis – One issue is associated with the special exception request for a hotel in the PD-IP district.

1. The proposed hotel special exception would be located adjacent to the Dulles Greenway. Both the Greenway and the airport present significant noise sources that could impact the hotel use which, while not a residential use, does offer transient lodging. Revised General Plan policies state that all land development applications proposing land uses adjacent to arterial or major collector roads be designed to ensure that no residential or other types of noise-sensitive uses have Traffic Noise Impacts, occurring when predicted traffic noise levels substantially exceed existing noise levels. The applicant is proffering to conduct a study of highway noise prior to construction. Staff has also drafted Conditions of Approval to conduct such noise impact study, to ensure habitable rooms in the hotel are attenuated below impact levels as needed.

C. ENVIRONMENTAL AND HERITAGE RESOURCES

ZO §6-1210(E)(5) *Potential impacts on the environment or natural features including but not limited to wildlife habitat, wetlands, vegetation, water quality (including groundwater), topographic features, air quality, scenic, archaeological, and historic features, and agricultural and forestal lands and any proposed mitigation of those impacts. ZO §6-1309(4) Whether the proposed special exception or minor special exception adequately protects and mitigates impacts on the environmental or natural features including, but not limited to, wildlife habitat, vegetation, wetlands, water quality (including groundwater), air quality, topographic, scenic, archaeological or historic features, and agricultural and forestal lands.*

Analysis –The property subject to the rezoning and special exception requests is vacant. A vernal pool lies immediately south of the subject area. A very small portion of a wetland that drains offsite exists within the subject property. There are no archaeological or historic features onsite. Although farmed in the past, with remnant cleared area remaining, there are no current agricultural activities occurring on the subject property, although non-jurisdictional swales apparently aiding in drainage, and lined by trees and shrubs, run through the area.

Staff and the applicant provided an overview of the environmental resources and conditions present on the property, however, there was no Planning Commission discussion of such resources.

One environmental issue – a vernal pool – remains outstanding and of interest to Staff.

- The applicant is proffering to provide for preservation of a 1.25-acre area lying just outside the rezoning area that encompasses the vernal pool (Proffer I.C.8). Vernal

pools typically provide habitat for amphibious wildlife including frogs and salamanders. Such species' breed in vernal pools but spend most of the year in surrounding forest areas and may migrate, on average, up to 600 feet. The applicant proposes to establish a conservation easement surrounding the pool to preserve the tree canopy exclusive of species' deemed by the County's Urban Forester as being inappropriate for preservation, and continuing in the future to provide for forest management techniques in coordination with the Urban Forester or other professional foresters or certified arborists. Staff support the applicant's intent to preserve the 1.25-acre area including the vernal pool but remain concerned that the size of the preserve may be too small to sustain the pool and the plant and animal life dependent upon the pool. Staff note that there is additional green space to the east and south of the vernal pool and suggest that an increase in the size of the preservation area or establishing greater physical linkage with those areas could enhance sustainability of the pool and associated plant and animal life.

The table below summarizes how the Applicant has addressed other environmental and heritage resource topics.

Table 2. Environmental and Heritage Resources Resolved Issues.	Proffer Condition or Note
<u>Wildlife Habitat</u> – Preservation of vernal pool and surrounding area. See discussion above.	I.C.8
<u>Trees and Vegetation</u> – Vernal pool and surrounding area.	Proffer I.C.8
<u>Wetlands</u> – Present with vernal pool proffered for preservation.	Proffer I.C.8
<u>Water Quality</u> – Aquatic bench as proposed with stormwater management facility could improve water quality.	Proffer IX
<u>Steep Slopes</u> – No steep slopes.	Sheet 1, Note 10
<u>Air Quality</u> – Not applicable.	NA
<u>Scenic/Archaeological/Historic Features</u> – Staff agree with applicant that archaeological and historic site remains have been documented, and that no further work including preservation is necessary due to prior disturbance and condition of the site. .	Sheet 1, Note 7
<u>Limestone Overlay District</u> – Exempt from requirements, e-mail from County staff October 6, 2010.	Sheet 1, Note 9

D. TRANSPORTATION

ZO §6-1210(E)(3) *Adequacy of sewer and water, transportation, and other infrastructure to serve the uses that would be permitted on the property if it were reclassified to a different zoning district [emphasis added].* **ZO §6-1309(6)** *Whether the proposed special exception can be served adequately by public utilities and services, roads, pedestrian connections and other transportation services and, in rural areas, by adequate on-site utilities [emphasis added].*

Analysis – There still remain four outstanding transportation-related issues associated with the rezoning application. The four issues are whether the applicant would provide a regional road contribution of up to \$1 million; pedestrian access; use of the terminology “bond or construct” when referring to roadway and pedestrian facility improvements in the draft proffer statement; and unclear language regarding when and if the applicant will provide traffic signals along Hawling Farm Boulevard.

There was considerable discussion by the Planning Commission of transportation issues, including planned improvements, regional contributions, existing roadways, and Levels of Service.

1. Regional Transportation Contribution/Construction of Dulles Greenway Exit Ramp. Staff note that the application if approved would heavily skew the Crosstrail property toward retail use. Table 3, below, indicates that the proposed use is projected to generate greater than 11,000 average daily trips more than the by-right office uses and 600 more trips during the evening commuter peak hour alone. The applicant has proffered to construct Hawling Farm Boulevard, the Dulles Greenway exit ramp extending to Hawling Farm Boulevard, turn lanes, traffic signals, and bus shelters. Although the Applicant suggests otherwise in Proffer II.B.4, Staff assert that the exit ramp is not a major regional transportation system need but instead a driveway intended to serve the Crosstrail Commercial site and a regional road contribution is needed to offset unmitigated off-site traffic impacts.

Staff suggest four additional improvements that could potentially be funded by the \$1 million regional road contribution to mitigate the impact that rezoning and development of the Crosstrail property would have on two critical nearby intersections identified in the applicant’s traffic study. Below, Staff provide a planning-level estimation of costs to construct, relocate utilities, and acquire right-of-way to accommodate transportation improvements that would relieve known existing and projected future traffic congestion issues:

1. Second westbound left-turn lane on Battlefield Parkway at Evergreen Mills Road - \$206,250.
2. Southbound receiving lane on Evergreen Mills Road from dual westbound left-turn lanes on Battlefield Parkway - \$375,000.
3. New traffic signal at Battlefield Parkway and Evergreen Mills Road - \$375,000.
4. Extend northbound dual left-turn lanes on Sycolin Road at Battlefield Parkway - \$150,000.

Total estimated cost = \$1,106,250

2. **Pedestrian Access.** The proposal splits the rezoned area between Land Bays A and B; the characteristics of each differing greatly. Large-footprint retailers, a convenience store, and a day care facility would occupy Land Bay A. Land Bay B would exhibit a “Main Street” character with smaller shops, restaurants, and offices, and about a proposed hotel in the PD-IP zoning district, however. Staff note substantial obstacles that would face pedestrians travelling between the land bays. These include the 90-foot right-of-way to cross Hawling Farm Boulevard, a four-lane major collector road, and the large expanse of parking lot between Hawling Farm Boulevard and the building envelopes in Land Bay A. Staff estimate that distance for pedestrians to travel between the Hawling Farm Boulevard side of buildings fronting on “Main Street” would be a minimum of 600 feet to the closest retail store to well over 1,000 feet or more to large-footprint retailers. Staff express concern that the distances between uses in Land Bays A and B could lead patrons to travel between the land bays via automobile rather than travel on foot. Staff understand the applicant’s intent to use buildings as buffers between airport operations on one side, and parking lot lighting and outside gathering spaces on the other side. However, Staff suggest that some reorientation of uses in Land Bay A could reduce the distance for pedestrians from Land Bay B, or alternatively, an outdoor gathering space could be sited closer to Hawling Farm Boulevard, between the roadway and Land Bay A building envelopes. Such a space could provide for both a more enjoyable and shorter pedestrian route.

3. **Use of “Bond or Construct” Language.** Current proffers do not guarantee actual construction of roadways, including Hawling Farm Boulevard, and intersection improvements by the time such facilities would be needed.

4. **Traffic Signals.** Proffer II.B.4 obligates the property owner to conduct development warrant studies prior to issuance of site plan approval for development on the property in excess of 250,000-square feet. If warranted by actual traffic or projected traffic from the property, the property owner would post with the County a bond in the amount of the construction cost and construct traffic signals at vehicular entrances to the property from Hawling Farm Boulevard. Staff note that the property owner’s responsibility is unclear if signal warrant analysis indicates signals are not warranted at that time. Transportation staff suggest that the proffer be revised to state that a signal warrant analysis would be provided at the request of the County and signals installed if warranted. In the event signals are not warranted by issuance of the first zoning permit in excess of 450,000-square feet of site development, then the property owner should provide a cash equivalent contribution of \$300,000 for each signal. In addition, Staff suggest that “development warrant studies” in Proffer II.B.4 be rephrased as “traffic signal warrant studies” and that the phrase “projected traffic from the property” be deleted from the proffer.

Table 3. Trip Generation Comparison.							
Land Use	AM Peak Hour			PM Peak Hour			Average Daily Trips
	In	Out	Total	In	Out	Total	
Proposed Use							
Retail Including Gas Pumps	253	175	428	646	818	1,464	17,554
Office	199	24	223	26	159	185	1,234
Hotel	<u>63</u>	<u>43</u>	<u>106</u>	<u>62</u>	<u>58</u>	<u>120</u>	<u>1,417</u>
Total	515	242	757	734	1,035	1,769	20,205
By-right Use							
Office Park 57.4 acres @ 0.3 FAR (750,000 sf)	1,142	141	1,283	155	955	1,110	8,565
Comparison	-627	+101	-526	+579	+80	+659	+11,640

Table 4. Proffered Transportation Improvements and Contributions.		
Proffered Improvement or Contribution	Trigger	Proffer
Construct or bond for construction trails and sidewalks.	Concurrently with construction of adjacent road and open to public use concurrently with adjacent roadway; trail around stormwater management facility, prior to issuance of occupancy permit for first building adjacent to the facility.	1.C.7
Construct or bond for construction Hawling Farm Boulevard from Battlefield Parkway to Greenway exit ramp.	Prior to approval of first record plat or site plan for property development, whichever is first.	II.B.1.
Construct or bond for construction Hawling Farm Boulevard-Battlefield Parkway intersection, including turn lanes, median break, and signalization.	Prior to approval of first record plat or site plan for property development, whichever is first.	II.B.2
Provision of up to 3 bus shelters.	Within 60 days of commencement of regularly scheduled bus service to Crosstrail property and upon request of Loudoun County, apply for required approval, and upon such approval, commence construction within 30 days thereafter.	II.B.3
Construct Dulles Greenway exit ramp.	Prior to approval of first occupancy permit for any use approved under ZMAP 2012-0021.	II.B.4

Conduct warrant studies for traffic signalization at Hawling Farm Boulevard intersections with entrances to property, and if warranted, bond for construction and construct such signalization.	Prior to issuance of site plan approval for development in excess of 250,000 square feet, and each additional 200,000-square foot increment.	II.B.5
Cash in lieu of construction for Hawling Farm Boulevard or Greenway exit ramp if constructed by others.	Prior to issuance of any occupancy permit for any use on property.	II.C.

The table below summarizes how the Applicant has addressed other transportation topics.

Table 5. Transportation - Resolved Issues.	Proffer Condition or Note
<u>Pedestrian Connections</u> – Crosswalks constructed concurrently with Hawling Farm Boulevard construction, and with construction of internal access roads and parking lots.	I.C.2
<u>Revisions to Traffic Impact Study</u>	Revised 6/5/13 Supplement 7/30/13
<u>Construction Phasing</u> – Hawling Farm Boulevard and intersection construction at Hawling Farm Boulevard and Battlefield Parkway	II.B.1 and II.B.2

ZO §6-1309(6) *Whether the proposed special exception can be served adequately by public utilities and services, roads, pedestrian connections and other transportation services and, in rural areas, by adequate on-site utilities [emphasis added].*

The proposed hotel is a Special Exception in the PD-IP zoning district, and a Minor Special Exception to be considered by the Board of Supervisors would allow access through another portion of the PD-IP zoning district.

The Planning Commission had no discussion on the issue as presented below:

1. At issue for Staff in reviewing the hotel special exception is ready access as required by the Revised 1993 Zoning Ordinance to a collector or arterial road, and which can be resolved with approval of SPMI-2013--0008. As shown on the Hotel Special Exception plat and the Crosstrail Design Guidelines, the proposed hotel would be located adjacent to the property proposed for rezoning to PD-CC-SC district for retail uses. The Design Guidelines depict a pick-up/drop-off driveway directly in front of the hotel and at one end of the proposed “Main Street” project associated with the rezoning. However, in APPL-1989-0002, a Board of Zoning Appeals case concerned with commercial accessibility in the vicinity of Gilbert’s Corner at the intersection of Routes 15 and 50, affirmed by the Loudoun County Circuit Court, access to a use in one zoning district through another zoning district is not permitted under the Loudoun County zoning regulations. In addition, the

proposed hotel use requires “ready access” – direct or immediate and not circuitous access – to a collector or arterial road, according to the Zoning Ordinance, which Staff assert cannot be accomplished in the location intended for the hotel. Less-direct access, however, is available as shown on the Special Exception plat. Access from the hotel, on the north side of the “Main Street” project, to Hawling Farm Boulevard, which is a collector road, would be available via a driveway that loops around the Main Street project and provides access on the south side of the “Main Street” project. Staff note that this would not be an issue if the hotel were to be located on the south side of the Main Street project, where it would have ready access within the same PD-IP zoning district.

- Staff also have concerns about pedestrian access across Hawling Farm Boulevard from the hotel to uses located in Land Bay A. The hotel as proposed would have adequate pedestrian access to the mixed-use, walkable “Main Street” project. However, it is less clear that pedestrian access would be adequate to the special exception and retail uses that would be located in Land Bay A of the PD-CC-SC district, as discussed above under rezoning analysis. Distance from the hotel to Land Bay A would be approximately 600 feet using designated crosswalks, and a further distance to actual uses.

While acknowledging that most vehicular traffic using the proposed hotel would use the nearest access through the PD-CC-SC district (if approved) to Hawling Farm Boulevard, Staff are satisfied that the required access within the same PD-IP district to a collector road is provided, and supports the proposed minor special exception. In the situation where the rezoning is not approved, a proposed Condition of Approval for the hotel special exception would require construction of Hawling Farm Boulevard in order to provide ready access for the hotel to a collector road. Staff suggest that the applicant commit to further measures that would provide for greater pedestrian safety in crossing Hawling Farm Boulevard.

AM Peak Hour			PM Peak Hour			Average Daily Trips
In	Out	Total	In	Out	Total	
63	43	106	62	58	120	1,417

E. FISCAL IMPACTS

ZO §6-1210(E)(4) *The requirements for airports, housing, schools, parks, playgrounds, recreational areas and other public services.*

Analysis – The subject application is for a nonresidential rezoning and as such, the fiscal impact associated with provision of many public services is positive, as revenue from property and sales taxes would exceed the cost of such services. However, Staff have identified two issues that remain outstanding.

1. As noted in Section V.D., Transportation, Staff are requesting that proffers include a \$1 million regional transportation contribution to offset impacts to the Battlefield Parkway intersections with Evergreen Mills Road and Sycolin Road. The applicant is currently proffering to construct the Dulles Greenway exit ramp onto the applicant's property. Staff is recommending that a regional road contribution for the above intersections is warranted.
2. County and Town Staff have noted the proximity of the Crosstrail application to the approved Oaklawn office and retail center on the north side of Battlefield Parkway within the Town of Leesburg. Oaklawn is approved for 1.5 million square feet of office, retail, and service uses, and there is 1.6 million square feet of existing larger lifestyle, regional, and super regional retail centers within the Town. While County Staff note that development of the Crosstrail site would provide additional property tax and sales tax revenues to the County, that revenue would accrue to the County and not the Town of Leesburg. Also, there may be other unmitigated impacts upon the Town, for instance, traffic congestion and roadway deterioration.

F. PUBLIC UTILITIES/PUBLIC SAFETY

ZO §6-1210(E)(3) *Adequacy of sewer and water, transportation, and other infrastructure to serve the uses that would be permitted on the property if it were reclassified to a different zoning district.*
(6) *The protection of life and property from impounding structure failures. [emphasis added].*
§6-1309(6) *Whether the proposed special exception can be served adequately by public utilities and services, roads, pedestrian connections and other transportation services and, in rural areas, by adequate on-site utilities [emphasis added].*

Analysis – One Commissioner suggested that the applicant's proposed hook-up to Town of Leesburg utilities would be a benefit to the Town. There was no other discussion of utilities issues by the Planning Commission. County and Town Staff identified two issues of concern during review.

1. The Crosstrail property is located within the Town of Leesburg water and sewer utility service area. The subject property proposes to obtain water and sanitary sewer utilities from the Town of Leesburg. As vacant land on the edge of the Town's existing system, extension of water and sewer lines would be necessary, which the applicant has discussed with the Town and agreed to construct at their expense (Proffer V). The applicant would connect to the Town's water distribution system in two locations, within the Tolbert Lane right-of-way to the northeast of the property, east of the airport, and at the Town of Leesburg water tower east of Sycolin Road. At the Town's request, the applicant is proffering to the construction of a waterline stub at the Crosstrail property boundary and Sycolin Road that could allow for further extension of the Town's water distribution system.

The applicant is also proposing to connect to the Town's sanitary sewer system through construction of facilities to serve the northern and southern portions of the Crosstrail property; the rezoned and hotel special exception areas would be part of the northern segment. According to the Utilities Plan included as Sheet 6 of the

Concept Development Plan, the applicant would construct a pump station to receive sewage from the northern portion via gravity sewer lines. Sewage would then be conveyed from the pump station via force main to a point where further conveyance would be via gravity sewer to a manhole north of Battlefield Parkway. The southern portion of the Crosstrail property would be served by gravity mains that convey sewage to the Town's Lower Sycolin Sanitary Sewer; construction of the southern portion and the Town's Lower Sycolin project are to occur in the future, beyond the five-year timeframe of the Town's current Capital Improvements Program (Town CIP).

Town Staff confirm that there is available capacity for connection to the sanitary sewer system via the northern route. Town Staff and the applicant continue discussion of utility connections. Town Staff have advised that the applicant must agree that a northern route sewer connection be considered as a temporary solution and abandoned once connection to the Lower Sycolin system is available (constructed and operational) and that a private pump station be maintained and owned by the applicant. Town Staff has advised the applicant to submit a request to the Town Manager for an interim sanitary sewer pump station and outfall. Upon receipt of such request, Town Staff would evaluate the request and provide a technical recommendation for the Town Council to consider and determine if the interim sanitary sewer outfall should be approved. County Staff is awaiting confirmation by Town Staff that such a request has been received.

2. Staff are unable to evaluate with precision the access and circulation of emergency vehicles to and around the Crosstrail site due to the limited amount of detail concerning development of the property. Public safety agencies serving the subject property would be the Loudoun County Sheriff's Office, the Leesburg Volunteer Fire Company, and the Loudoun County Rescue Squad. Both ambulance and fire response time to the Crosstrail property is estimated to be approximately six-and-a-half minutes, including turnout and travel.

The following table below summarizes how this application addresses public utilities, fire and rescue services, fire and rescue contributions, and public safety.

Table 7. Public Utilities and Public Safety.	Proffer Condition or Note
<u>Water and Sewer</u> - Provided by Town of Leesburg.	III
<u>Fire & Rescue Service</u> - The Leesburg Volunteer Fire Company would serve the subject property with an approximate response time of 6 minutes and 31 seconds, and the Loudoun County Rescue Squad would serve the subject property with an approximate response time of 6 minutes and 41 seconds.	Not an issue.
<u>Fire & Rescue Contribution</u> - The Applicant agrees to make the standard one-time Fire and Rescue contribution of \$0.10 per gross square foot to be distributed equally to the first response fire and rescue facilities.	IV

<u>Impounding Structure Failures</u> - Protection of life and property from impounding structure failures is not an impact that is associated with the proposed application.	Not an issue.
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VIII. ZONING ANALYSIS

Analysis – The application is in general compliance with the requirements of the Revised 1993 Zoning Ordinance for the PD-CC-SC and PD-IP zoning districts. The following issues were resolved during the referral process. There was no discussion of zoning requirements by the Planning Commission.

Table 8. Zoning – Resolved Issues.	Proffer Condition or Note
Gathering Areas/Open Space – At least 22,000-square feet, two sites in Land Bay B and one site in Land Bay A, and one site adjacent to the stormwater management facility	Proffer I.C.1.b.
Gas Pump Special Exception – southeast entrance	SPEX-2012-0048 Note 2
Gas Pump and Outdoor Sales Special Exceptions - parking	SPEX-2012-0048, Note 5; SPEX-2012-0049, Note 5
Outdoor Sales Special Exception – access points	SPEX-2012-0049 Plat
Land Bay B Pedestrian Orientation	Proffer I.C.1.c., Concept Development Plan Sheet 3
Pedestrian Crosswalks – differentiate need for crosswalks and pedestrian signalization	Proffer I.C.2.
Parking in PD-IP District – replaced by Zoning Modification request	Proffer I.C.5
Freedom Park Addition – timing of dedication	Proffer I.C.9
Hotel Access	ZMOD-2013-0002
Vehicle-Pedestrian Conflicts at Hotel Drop-off	Design Guidelines, Section D.4.5
Special Exception 2012-0047 – Amount of acreage included in request	SPEX-2012-0047 and ZMOD-2013-0002

Special Exception 2012-0047 – lighting provided to be identical to that within adjacent PD-CC-SC area	SPEX-2012-0047 Plat, Note 5
Special Exception 2012-0047 – vehicular access information provided under Section 4-507 Use Limitations	SPEX-2012-0047 Plat, PD-IP Standards, Section 4-500
Noise Study – for hotel use	Proffer VI and Conditions of Approval
Water Quality Treatment	Proffer IX

ZONING MODIFICATIONS

Criteria for Approval - Zoning Ordinance Section 5-1400 of the Revised 1993 Zoning Ordinance authorizes the Board to approve modifications of the buffering and screening requirements as part of a Special Exception. Unlike modifications to Section 6-1500, it is not necessary for modifications to §5-1400 to achieve an innovative design, improve upon the existing regulations, or to exceed the public purpose of the existing regulation.

Criteria for Approval - Zoning Ordinance Section 6-1500 of the Revised 1993 Zoning Ordinance states that no modification shall be approved unless the Board of Supervisors finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation. No modification will be granted for the primary purpose of achieving the maximum density on a site.

County Staff are not supportive, in general, with the requested zoning modifications of the Revised 1993 Zoning Ordinance as described below for both the requested PD-CC-SC district as well as for the existing PD-IP district. Staff cannot support the requested modifications which contemplate approval of the PD-CC-SC district rezoning which is currently recommended for denial by Staff.

1. Should the applications for the rezoning and special exceptions move forward, Staff have additional reservations concerning approval of the modifications, specifically with building and parking setbacks, and that, although not required, proposed office uses meet residential interior standards for Ldn 60 1-mile buffer in accordance with Revised 1993 Zoning Ordinance Section 4-1400, due to the proximity of uses to Leesburg Executive Airport and the Dulles Greenway.

The Applicant is requesting the following modifications:

Table 9. Requested Modifications.		
Zoning Ordinance Section	Requested Modification and Justification	Staff Analysis/ Recommendation
<i>ZO §4-205(C)(2) Yards Adjacent to Agricultural and Residential Districts</i>	To reduce building, parking, outdoor storage, areas for collection, and loading, from 100 feet, to 35 feet adjacent to JLMA-20 zoning; and allow parking between buildings and the adjacent JLMA-20 zoning. Modifications would allow for mixed-use project to be seamlessly developed, facilitating pedestrian and vehicular movement.	Staff cannot support the proposed modification. Staff do not support the proposed rezoning to the PD-CC-SC district. As such, Staff find that there is no justification to reduce such yards adjacent to JLMA-20 zoning on the east side of the property adjoining property owned by the Town of Leesburg for airport purposes. There is no justification that reduction is needed to meet parking requirements or that there would be increased pedestrian circulation and enhanced design that improves upon existing regulations.
<i>ZO §4-205(C)(3) Yards Adjacent to other Nonresidential Districts</i>	To keep yards for building, outdoor storage, and areas for collection and loading, and parking within Land Bay A, at 35 feet, and to reduce the yard for parking to 0 feet from 35 feet. Modifications would allow for mixed-use project to be seamlessly developed, facilitating pedestrian and vehicular movement.	Staff cannot support the proposed modification. Staff do not support the proposed rezoning to the PD-CC-SC district. As such, Staff find that there is no justification to reduce yards required for parking adjacent to other nonresidential districts or that there would be increased pedestrian circulation and enhanced design that improves upon existing regulations.
<i>ZO §4-206(C) Building Height</i>	To permit buildings in which 75 percent or greater of the floor area is for office use to be built up to 75 feet height, rather than 50 feet, without	Staff cannot support the proposed modification. Staff do not support the proposed rezoning to the PD-CC-SC district. As

	setbacks within Land Bay B, rather than 1 foot setback for each 1 foot greater than 45 feet in height. Modification would allow office building to be in closer proximity to Main Street project facilitating pedestrian interaction between office and other PD-CC-SC uses and hotel.	such, Staff find that there is no justification to relax height restrictions.
ZO §5-1103(A) Parking Facilities	To permit parking facilities for PC-CC-SC uses within Land Bay B in the rezoned area to be located in the area that is to remain in the PD-IP district, and to permit parking facilities for PD-IP uses to be located within the PD-CC-SC district. All parking facilities shall be provided within 500 feet of the principal entrance of the building that is being served. Modification is justified to allow for mixed-use project to be seamlessly developed, facilitating pedestrian and vehicular movement.	Staff cannot support the proposed modification. Staff do not support the proposed rezoning to the PD-CC-SC district. As such, Staff find that there is no justification to provide parking facilities for the PD-CC-SC uses within the PD-IP district, or that there would be a PD-CC-SC district to provide parking facilities for uses in the PD-IP district.
ZO §5-611(A) Hotel/Motel Locational Criteria	The modification of additional regulations applicable to the proposed hotel use is authorized by special exception under Section 5-600, Additional Regulations for Specific Uses. Modification is justified to provide access to a collector or arterial road through the PD-IP district.	Staff could support the proposed modification, provided that a collector road is available to provide access for the hotel. A proposed Condition of Approval would require construction of such collector road.
ZO §5-900(A)(2) Building & Parking Setbacks: Route 267	To reduce parking setback from Route 267 (Dulles Greenway) to 50 feet, from 100 feet. Modification is justified to provide access to collector road for hotel through PD-IP district.	Staff could support the proposed modification, provided that a collector road was available to provide access for the hotel.
Source: Applicant's Statement of Justification (October 30, 2013)		

IX. SPEX 2012-0047 CONDITIONS OF APPROVAL (October 31, 2013)

Staff recommends the following Conditions of Approval:

- 1. Substantial Conformance** – Development of the Special Exception use, Hotel, pursuant to Section 5-611 in the PD-IP (Planned Development-Industrial Park) zoning district administered under the Revised 1993 Loudoun County Zoning Ordinance, (“Zoning Ordinance”) (herein referred to as the “Hotel Special Exception Use”) shall be in substantial conformance with Sheets 1 through 3 of 3 (together comprising and herein referred to as the “Special Exception Plat”) of the plans set entitled “Crosstrail Commercial Center Special Exception SPEX 2012-0047 Zoning Modification ZMOD 2013-0002 Minor Special Exception SPMI 2013-0008” dated January 25, 2013, revised through October 30, 2013, and prepared by Dewberry Consultants, LLC and the Zoning Ordinance. Approval of this application for an approximately 6.6-acre portion (the “Property”) of the parcel identified as Tax Map # /60/////7B-1/ (PIN # 234-38-8113-001) shall not relieve the applicant or the Owners of the Property from the obligation to comply with and conform to any other Zoning Ordinance, Codified Ordinance, or applicable regulatory requirement.
- 2. Water Supply and Sanitary Sewer.** The hotel shall be developed using public municipal water supply and municipal sanitary sewer facilities, which shall be constructed and extended to the Property by the owners of the property at no cost to Loudoun County or to the Town of Leesburg (“Town”). Public municipal water supply and municipal sanitary sewer available from the Town shall be extended to the Property in accordance with the Town standards. If a sanitary sewer pump station is necessary for a “Northern Route” connection to the Town’s sanitary sewer system, (a) such pump station shall be considered a temporary and interim solution and shall be abandoned once connection of the Property to the Lower Sycolin system is available; (b) the pump station shall be maintained and owned by the applicant; and (c) the applicant shall submit a request to, and obtain approval from, the Town Manager for such interim sanitary sewer pump station and outfall.
- 3. Transportation Improvements.** No occupancy permit shall be approved for the Hotel Special Exception Use until vehicular access from Battlefield Parkway to the hotel has been constructed and opened to traffic via Hawling Farm Boulevard as depicted on the Special Exception Plat.
- 4. Signage and Lighting.** Signage and lighting will comply with Section 5-1200 and Section 5-1500 of the Revised 1993 Loudoun County Zoning Ordinance and FAA Part 77 regulations and designed and installed so as to not cause a safety hazard for aircraft using the Leesburg Executive Airport. Signage will be in accordance with the Sign Regulations set forth in the Zoning Ordinance or with a Sign Development Plan approved by the County pursuant to the Sign Regulations. Site building and parking lot lighting shall be designed and constructed/installed with full cutoff and fully-shielded fixtures so that light is directed inward and downward toward the

interior of the property, away from adjacent streets and properties, to prevent offsite glare in excess of Loudoun County standards. The mounting height of any exterior light fixture shall not exceed 20 feet. Height shall be measured from the ground to the bottom of the light fixture.

5. **Noise.** Prior to site plan approval for the Hotel Special Exception Use, the applicant will provide a noise impact study to the County that will determine the need for additional buffering and/or noise attenuation measures along Hawling Farm Boulevard and the Dulles Greenway (Route 267) or acoustical treatment to be incorporated into the habitable rooms of the hotel. The noise impact study shall be based upon traffic volumes for Dulles Greenway and Hawling Farm Boulevard at a time 10-20 years from the start of construction based upon the most recent, applicable forecast available from the Department of Transportation and Capital Infrastructure, the ultimate road configuration as defined in the Revised Countywide Transportation Plan, and the ultimate design speed. This noise impact study will be conducted by a certified professional engineer and submitted to the County concurrently with the first site plan or construction plan for the Hotel Special Exception Use, whichever is first in time. Noise impacts shall be deemed to occur if noise levels substantially exceed the existing noise levels (a 10 decibel increase over existing levels) or approach (one decibel less than), meet, or exceed the Noise Abatement Criteria identified in the Revised Countywide Transportation Plan. If noise impacts are deemed to occur for the Hotel Special Exception Use, noise attenuation measures shall be provided along Dulles Greenway and Hawling Farm Boulevard, or acoustical treatments shall be incorporated into all habitable rooms of the hotel, sufficient to mitigate the anticipated noise impacts prior to the approval of any occupancy permit for the hotel. Noise attenuation shall result in noise levels less than impact levels (2 decibels less than the Noise Abatement Criteria) and shall result in a noise reduction of at least 5 decibels. Where noise attenuation measures are needed, priority shall be given to passive measures (to include adequate setbacks, earthen berms, wooden fences, and vegetation) or acoustical treatment of the habitable rooms. Structural noise attenuation measures (e.g., noise walls) shall be used only if adequate noise attenuation cannot otherwise be achieved.
6. **Parking.** Parking will meet or exceed the requirements of the Revised 1993 Loudoun County Zoning Ordinance, Section 5-1100, in the locations generally depicted on Sheet 3 of the Special Exception Plat.
7. **Previous Approvals.** The Property is subject to ZMAP 2008-0009 and SBPL 2010-0007, Crosstrail, both of which shall remain in force and effect.
8. **Airport Impact Overlay District.** The limits of this Special Exception are located within the aircraft noise contours designated in the Zoning Ordinance as Ldn-65 or higher, Ldn-60-65, and areas outside of, but within one (1) mile of the Ldn 60 for the Leesburg Executive Airport, and subject to Zoning Ordinance Section 4-1400.

9. **Sidewalks.** The applicant shall provide sidewalks, at least six (6)-feet in width, alongside all access driveways and also in locations as depicted on Sheet 3 of the Special Exception Plat.

10. **Landscape Buffer.** Prior to approval of any occupancy permit for the Hotel Special Exception Use, an Enhanced Landscape Buffer within the Dulles Greenway parking setback as shown on Sheet 3 of the Special Exception Plat shall have been installed. Such Enhanced Landscape Buffer shall be provided by supplementing the required Type 3 Front Buffer Yard with 2 additional canopy trees per 100 lineal feet.

X. ATTACHMENTS		
	Attachment	Page Number
1	Review Agency Comments	
1a	Planning, Comprehensive Planning	A-1
1b	Building and Development, Zoning Administration	A-15
1c	Parks, Recreation and Community Services	A-30
1d	Transportation and Capital Infrastructure	A-38
1e	Virginia Department of Transportation	A-78
1f	Health Department - Environmental	A-81
1g	Fire, Rescue and Emergency Services	A-83
1h	Town of Leesburg	A-86
1i	Economic Development	A-107
2	Disclosure of Real Parties in Interest (10-30-13)	A-108
3	Applicant's Statement of Justification (10-30-13)	A-147
4	Applicant's Response to Referral Comments (Sept. 11, July 30, June 5)	A-169
5	Applicant's Proffer Statement (10-30-13)	A-236
6	Design Guidelines (07-30-13)	A-250
7a	ZMAP Plat/Concept Development Plan (10-30-13)	A-265
7b	SPEX/ZMOD/SPMI Plat (10-30-13)	A-274
*This Staff Report with attachments (file name BOSPH STAFF REPORT 11-13-13.PDF) can be viewed online on the Loudoun Online Land Applications System (LOLA) at www.loudoun.gov . Paper copies are also available in the Department of Planning.		

PRESENTED November 12, 2013

RESOLUTION NO. _____

ADOPTED _____

A RESOLUTION: TOWN'S CONCERNS PERTAINING TO ZMAP 2012-0021, CROSSTRAIL COMMERCIAL CENTER; SPEX 2012-0047, HOTEL; SPEX 2012-0048, GAS PUMPS AND SPEX 2012-0049, OUTDOOR SALES

WHEREAS, the County referred the captioned applications to the Town for review and comment and referrals were provided to the County from the Town on April 10 and July 11, 2013; and

WHEREAS, staff raised a number of concerns which were included in these referrals and endorsed by Town Council; and

WHEREAS, the Board of Supervisors has scheduled a public hearing on these applications for November 13, 2013 and the Town wishes to express continued concern about the rezoning application;

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Council of the Town of Leesburg in Virginia to recommend that the Loudoun County Board of Supervisors give further consideration to the following concerns during its deliberations on the Crosstrail rezoning proposal:

1. The proposed land use is predominantly retail which is inconsistent with the designated land use in the Leesburg Town Plan and the County's Revised General Plan. Should the Board wish to approve a plan that is not consistent with the comprehensive plans of either jurisdiction, at a minimum, consideration should be given to phasing the retail with other non-retail uses within the proposed development in order to assure a mix of uses and avoid a build-out scenario that results in a project that is totally retail.

2. The Town will consider water and wastewater utility requests that are consistent with the

A RESOLUTION: TOWN'S CONCERNS PERTAINING TO ZMAP 2012-0021, CROSSTRAIL COMMERCIAL CENTER; SPEX 2012-0047, HOTEL; SPEX 2012-0048, GAS PUMPS AND SSPEX 2012-0039, OUTDOOR SALES

Town Utility Master Plan. Specifically, the Town will consider wastewater service to the subject property that is consistent with the "Southern Route" as depicted in the applicant's rezoning plan submission (Reference the rezoning plan set, Sheet 6 of 9, prepared by Dewberry Consultants LLC and dated July 30, 2013).

3. The Town supports the construction of the off-ramp from the Dulles Greenway with this application and the Town supports developer contributions toward regional road improvements that would include:

- a) Second westbound left-turn lane on Battlefield Parkway at Evergreen Mill Road
- b) Southbound receiving lane on Evergreen Mill Road from dual westbound left-turn lanes on Battlefield Parkway
- c) Extend northbound dual left-turn lanes on Sycolin Road at Battlefield Parkway.

PASSED this 12th day of November, 2013.

Kristen C. Umstattd, Mayor
Town of Leesburg

ATTEST:

Clerk of Council

A RESOLUTION: TOWN'S CONCERNS PERTAINING TO ZMAP 2012-0021,
CROSSTRAIL COMMERCIAL CENTER; SPEX 2012-0047, HOTEL;
SPEX 2012-0048, GAS PUMPS AND SSPEX 2012-0039, OUTDOOR
SALES



The Town of Leesburg
INTEROFFICE MEMORANDUM
DEPARTMENT OF UTILITIES

To: Jeanette Irby, Town Attorney
From: Amy Wyks, Director of Utilities
Date: October 25, 2013
Subject: Crosstrail Development

Staff previously provided the response below at the September 23, 2013 Council Work Session.

Per our meeting on Monday September 8, 2013, I offer the following comments regarding the Crosstrail Development and Mr. Banzhaf's letter dated August 30, 2013.

1. The applicant's request for an interim sewer outfall must be requested in writing and approved by Town council;
2. The interim sewer outfall shall be considered a temporary solution and shall be abandoned and connected when the ultimate gravity sewer outfall through Lower Sycolin Conveyance System is available for the Crosstrail development;
3. The interim sewer outfall including private pump station will be maintained and owned by developer. The Town's responsibility will begin at the manhole in which the force main discharges. Developer is responsible for obtaining approvals from all outside agencies having jurisdiction over the private pump station prior to construction drawing approval from the Department of Utilities;
4. All cost for design and construction associated with the interim sewer facilities and the ultimate sewer system shall be paid by the developer per the Town's Design and Construction Standards Manual Section 4-130-10 and 11;
5. The developer is responsible for all water system costs for the design and construction including purchase, installation and connection of the mains, meters and appurtenances;
6. Developer shall be responsible for payment of currently adopted pro-rata fees associated with the Lower Sycolin Sewer Conveyance System and all applicable availability fees;
7. Water and sewer models including analysis of capacity have been completed for the project and provided to Dewberry .

After further review of Mr. Banzhaf's letter, staff provides the following additional response and comments:

1. The waterline section of the letter is accurate per Town policy except the Town does not provide credit to developer for cost of design and construction of the water line against any connection fees for structures constructed on Crosstrail.
2. The sewer line section of the letter does not outline the natural sewage drainage method for the subject project nor the Town's Sewer Master Plan. Also, Town policy does not provide credit to developer for cost of design and construction of a forcemain or sewer line against any connection fees for structures constructed on Crosstrail.

Considering the recent start up and completion of the Lower Sycolin pump station (LSPS), Utilities staff recommends denial of the applicant's temporary pump station arrangement for their Northern development. The Town's Lower Sycolin Pump Station was designed to accommodate all flows from the Cross Trail development. Approving a private pump station causes the development flows to be diverted and resulting in the ineffective and inefficient operation of LSPS. The low flows could result in odor concerns as well as increased Town operations and maintenance costs.

In the event, Town Council approves a temporary pump station, staff recommends and encourages the following criteria:

1. A privately operated and maintained pump station.
2. A development bond to cover the cost of pump station abandonment including the discontinuation of the interim facilities and the connection to the ultimate sewer gravity system.



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August 30, 2013

RECEIVED

AUG 30 2013

Town of Leesburg
Town Attorney

Jeanette Irby, Esq.
Town Attorney
The Town of Leesburg
25 West Market Street
Leesburg, Virginia 20176

Re: **Crosstrail; ZMAP 2012-0021**

Dear Jeanette:

At a meeting with representatives of The Peterson Companies (the “Developer”) and the Town of Leesburg (the “Town”) I was requested to draft an agreement (the “Crosstrail Utilities Agreement”) for construction, repair, maintenance and use of sanitary sewer and water facilities depicted on attached Exhibit A, last dated August 29, 2013 (the “Utilities Concept Plan”) by Dewberry Consultants, LLC (“Dewberry”). This memorandum will summarize the parameters of the proposed Crosstrail Utilities Agreement.

- **The Water Line.** The Developer will design, construct and dedicate to the Town the water line from the water source tie-in on Sycolin Road (Route 643), along Sycolin Road to proposed Crosstrail Boulevard, along proposed Crosstrail Boulevard and proposed Hawling Farm Boulevard through the Crosstrail project to Battlefield Parkway and along historic and existing Tolbert Lane right-of-way to the existing water main at the approximate terminus of Tolbert Lane as indicated on Exhibit A (the “Water Line”). The alignment of the Water Line may change during final engineering. The Developer will design the Water Line consistent with the Town’s Design and Construction Manual (the “DCSM”) at no cost to the Town. Prior to issuance of the first occupancy permit for any development on the Crosstrail Property, the Developer will complete construction of the Water Line and will offer the Water Line for dedication to the Town at no cost. Upon dedication and acceptance of the Water Line, the Town will maintain, operate and repair the Water Line. The Town will credit the Developer the cost of design and construction of the Water Line against any connection fees for structures constructed on Crosstrail. The Town will charge fees for provision of water to development upon the portion of Crosstrail located within the Town that will not exceed the rate charged other properties within the jurisdiction of the Town of Leesburg. Structures located upon the portion of Crosstrail in Loudoun County served by the Water Line shall be charged a rate for provision of water that shall not exceed the rate charged similarly used properties located outside of the Town of Leesburg.

- **The Sewer Line.** The Developer will design, construct and dedicate to the Town the gravity sanitary sewer line (“Gravity Sewer #1”) and the force main and pump station (the “Force Main and Pump Station”) from the pump station shown on the Utilities Concept Plan to the existing sewer manhole on property owned by Toll Road Investors (PIN 234-37-8457) in the location generally depicted on the Utilities Concept Plan along proposed Hawling Farm Boulevard (collectively the “Northern Force Main and Sewer Line”). The alignment of the Northern Force Main and Sewer Line may change during final engineering. The Developer will design the Northern Force Main and Sewer Line consistent with the Town’s DCSM Standards at no cost to the Town. Developer agrees to limit development of the portions of Crosstrail served by the Northern Force Main and Sewer Line to an amount that has a peak flow of up to 0.91MGD (assuming a peaking factor of 3.0) unless the Town determines additional capacity within the receiving sewer system is available. Prior to issuance of the first occupancy permit for any development on the Crosstrail Property, the Developer will complete construction of the Northern Force Main and Sewer Line at no cost to the Town. Until such time as the Town accepts the Northern Force Main and Sewer Line for operational and maintenance responsibilities, the Developer shall maintain and operate the Northern Force Main and Sewer Line at no cost to the Town. In the event the Town accepts the Northern Force Main and Sewer Line into the Town utility system, the Town will own, operate and maintain the Northern Force Main and Sewer Line. The Town will credit the Developer the cost of design and construction of the Northern Force Main and Sewer Line against any connection fees for structures on Crosstrail served by such line.

In the event the Town extends the sanitary sewer line from the Lower Sycolin Creek Sewage Pump Station along Cochran Mill Road, across Sycolin Road and across real property owned by others to the Crosstrail Property (the “Lower Sycolin Creek Sewer Line Extension” or “Gravity Sewer #3”), then, after five years of use by the Developer of the Northern Force Main and Sewer Line, the Developer will extend the gravity sewer line generally along the southern route as indicated on Exhibit A (“Gravity Sewer #2”) to the Lower Sycolin Creek Sewer Line Extension and thereafter utilize Gravity Sewer #2 and Gravity Sewer #1 for service of Crosstrail. The alignment of Gravity Sewer #2 may be changed during final design. At the Town’s election, the portion of Crosstrail served by the Northern Force Main and Sewer Line may continue to use the Northern Force Main and Sewer Line. In the event the Town elects to serve Crosstrail with Gravity Sewer #1 and Gravity Sewer #2 without use of the Force Main and Pump Station, then upon acceptance of Gravity Sewer #1 and Gravity Sewer #2, the Developer may elect to continue to maintain the Force Main and Pump Station without cost to the Town as a back-up sewer facility, but will otherwise utilize Gravity Sewer #1 and Gravity Sewer #2 and the Lower Sycolin Creek Sewer Line Extension to service Crosstrail. After the Town accepts Gravity Sewer Line #1 and Gravity Sewer Line #2, the Developer may, at its option, abandon the Force Main and remove the Pump Station at the Developer’s costs. Any salvage value of the Force Main and Pump Station will accrue to the Developer. So long as the portion of Crosstrail located in Loudoun County remains outside the boundary of the Town of Leesburg, structures developed on Crosstrail will pay sewer rates that are equal to the rate charged for comparable structures outside of the Town of Leesburg. If any portion of Crosstrail is annexed into the Town, structures developed on that portion of Crosstrail will pay sewer rates charged comparable

Jeanette Irby, Esq.
August 30, 2013
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structures in the Town. The Town will credit Developer the cost of design and construction of Gravity Sewer #2 against any connection fees for structures on Crosstrail served by such line.

Please review the Crosstrail utility extension parameters described above and provide me with your comments. Upon receipt of your comments, I will draft for your review an agreement by the Developer and the Town for utility service of Crosstrail. Thank you for your assistance with this agreement.

Very truly yours,



Michael A. Banzhaf

MAB:bb

cc: Amy Wyks
Aref Etemadi



Date of Council Meeting: September 23, 2013

**TOWN OF LEESBURG
TOWN COUNCIL MEETING**

Subject: Crosstrail Development

Staff Contact: Jeanette A. Irby, Town Attorney

Recommendation: Direction from Council Required

Issue: Applicant request for an interim sewer outfall for Crosstrail Development

Fiscal Analysis: Unknown

Background:

Michael Banzaf submitted a letter to the Town, August 30, 2013, concerning his proposal for the provisions of utilities to serve the Crosstrail development.

The proposal submitted by Crosstrail has been analyzed on a preliminary basis by staff and the suggested response is attached. Staff needs guidance from Council in formulating a response to the proposal from Crosstrail.

Crosstrail is located adjacent to the Town but it is within the utility service area.

November 13, 2013

Mr. Michael A. Banzhaf
Reed Smith
3110 Fairview Park Drive
Suite 1400
Falls Church, VA 22042-4503

Re: Crosstrail; ZMPA 2012-0021

Dear Mr. Banzhaf:

Town staff has taken the opportunity to thoroughly review the proposed Crosstrail utility extension proposal as set forth in your letter and attached memorandum dated August 30, 2013. Your proposal and information contained therein has been conveyed to Council. The town offers the following comments and concerns:

1. The waterline section of the letter is accurate per Town policy; however, the Town does not provide credit to a developer for the cost of design and construction of the water line against any connection fees for structures constructed for the benefit of Crosstrail.
2. The sewer line section of the letter does not comply with the Town's Sewer Master Plan and does not outline the natural sewage drainage method for the subject project. Also, Town Policy does not provide credit to developer for cost of design and construction of a force main or sewer line against any connection fees for structures constructed for the benefit of Crosstrail.
3. The Town is not in agreement with a temporary pump station for the northern development section as set forth in your proposal. The Town's Lower Sycolin Pump Station (LSPS) was designed to accommodate *all* flows from the Crosstrail development.

Specifically, the deep depth of the LSPS wet well was designed and constructed specifically to service the entire area. Permitting a private pump station will allow the flows from the northern area of the Crosstrail development to be diverted which will result in the ineffective and inefficient operation of LSPS. There is also a very real concern that the low flows will create additional odor and increased Town operation and maintenance costs.

4. Inasmuch as the Town Council adopted Resolution No. 2005-182 on November 8, 2005 establishing pro-rata fees for the Lower Sycolin sewer shed sanitary sewer conveyance system it does not make economic sense for Crosstrail to ultimately pay for both routes. Please note that if Council were to approve a temporary northern route in order to provide sewer, all connections to the system will be required to pay the established pro-rata for the Lower Sycolin sewer conveyance system for the southern route as it exists today and when it becomes available for service in the future. Payments for the existing system would be required prior to the issuance of any zoning permits by the Town.

Accordingly, the Town is not in a position to support the sanitary sewer parameters as proposed for a Crosstrail Utilities Agreement. However, the proposed water parameters outlined are per for the Town's Water Master Plan and Town Policy.

Best regards,

Jeanette A. Irby

cc. Council
John Wells, Town Manager
Kaj Dentler, Deputy Town Manager
Amy Wyks, Director of Utilities