



Date of Council Meeting: December 9, 2013

**TOWN OF LEESBURG
TOWN COUNCIL STAFF REPORT**

SUBJECT: TLZM-2012-0003, Crescent Place a concept plan and proffer amendment and rezoning application.

STAFF CONTACT: Mike Watkins, Senior Planner, Department of Planning and Zoning

RECOMMENDATION: Staff recommends continued discussion of the rezoning application in preparation of a December 10, 2013 Town Council public hearing meeting.

ISSUE: Should the proposed amendment of the Harrison Park rezoning concept plan and proffers (TLZM 2005-0001) and rezoning of the AT&T parcel, and associated modifications, be approved?

UPDATE: On December 2, 2013 the Applicant provided a working draft of a revised concept plan, proffers and modification justification, and on December 5 revised design guidelines were submitted. On December 4 staff received revised building elevations for Building E. Staff notes the following changes to the plan, tabulations, and building architecture. (See attachments 1-4)

- **Residential Density:** The Applicant has reduced the residential density by six units from 230 dwelling units to 224. The plan allows for flexibility in unit types, but establishes a maximum number for each unit type.
- **Commercial Square footage:** The Applicant has revised the concept plan to increase commercial square footage from 16,000 to a maximum of 35,000. The revisions to date currently depict 32,000 square feet on the concept plan; however, the proffers state a maximum of 35,000 square feet could be constructed on the property.
- **Commercial Parking:** As a result of the additional commercial square footage, additional parking is required. The Applicant is unable to satisfy the commercial parking requirement on the property and has requested a parking modification. To justify the modification the applicant has added additional spaces on the Town's parking facility and has included a proffer for a \$135,000 monetary contribution. Sheet 24 of the concept plan depicts the calculation and distribution of required parking.
- **Building E Architecture:** An elevation for Building E has been included in the design guidelines. The access and pedestrian environment to this building and Building D (no specific elevation provided) is different from the live/work units. Buildings A and B have a pedestrian promenade greater than 10-feet in width. Access to the commercial units in Building D/E is only 5-feet wide. Staff also notes that pedestrian access to the residential units is constrained via a 5-

foot wide walk located between a wall and the building façade atop the commercial space on the front building facade. See concept plan Sheet 5, Cross Section E-E.

- **Open Space:** An essential element of the Crescent District Master Plan (CDMP) is street connectivity. The CDMP was modified to eliminate a vehicular connection across the W&OD Trail; however, public street connections through the Crescent Place property remain. The Boulevard depicted on previous versions of the concept plan was intended to implement the CDMP objective regarding connectivity; but it had one compliance issue in that it was not a public street. However, because of the design features proposed as part of the boulevard (wide sidewalks, on-street parking, wide green area and the more than the required street tree plantings), Staff supported this centrally located, unifying design element as compensation for a publicly maintained street. This feature, which included open space, has been eliminated from the plan.

Applicant has provided a justification for modifying open space requirements. TLZO Sec. 8.4.8 requires 15 percent or 1.76 acres of open space, as an infill development. Eliminating buffer-yards, as they are significantly less than required (via another modification), Staff includes the following areas as meeting intended open space:

Central Plaza/Green	0.30 acres
Linear Park	0.21 acres
<u>Promenade</u>	<u>0.32 acres</u>
Total	0.83 acres

The resulting open space (0.83 acres or 7% of the property) represents less than half of the 15% open space requirement of 1.76 acres on-site. As part of Council's action on this application, this modification and the others must be included in the motion.

- **Proffers:** Staff reviewed the revised proffers and notes the following changes:
 - Proffers now include a minimum of 30,000 s.f. and a maximum of 35,000 s.f. of commercial uses (Proffer 1.1.1)
 - A contribution of \$135,000 has been added to offset the use of the Town Lot on Harrison Street (Proffer 1.4)
 - The \$1,000 park contribution now indicates that the contribution is not limited to improvements to Ida Lee Park but can be used for other Town park facilities such as a skate park.

Staff has the following major concerns with the proffers as proposed:

- **Phasing does not specify when commercial units must be built.** Proffer 1.3.5 states the phases do not have to be built in sequence, but that Phase 1 must be begun first. Taken in conjunction with Proffer 1.3.1, the proffers allow Phase 1 (containing all of the commercial units) to begin "first in time followed by or concurrent with Phases 2 and 3". In effect, this means that all three phases can be under construction at once,

but it does not specify that any phase must be completed at any particular time. That is, there is no requirement that any of the commercial units be built before *all* of the residential units can be completed. Given the importance of the streetscape along Harrison Street, staff believes it is important to require construction of the live/work and other commercial space to create that sense of place the Crescent District intends before completion of Phases 2 and 3. Otherwise, there is no guarantee when the commercial spaces and units will be built along Harrison Street.

- **Town Parking Lot Phasing.** Proffer 9.1 appears to provide a different phasing time than Proffer 1.3. This proffer specifically states that “These improvements will be bonded for construction prior to the issuance of the zoning permit for building "B" and constructed prior to the issuance of the first occupancy permit for building "B." This means that Buildings A, L, D and E may be completely constructed and occupied before the improvements must be made to the Town Lot. Staff believes the timing of these improvements should be required prior to issuance of any occupancy permits for buildings A, B, L, D and E to insure adequate parking given the modification to the number normally required.
- **Phasing overly complicated.** As written, the phasing proffers include what appears to be unnecessary detail and in some cases duplicative information. Staff recommend that the phasing be simplified for better comprehension and implementation during construction.
- **AT&T proffers.** Staff notes that at the time of this memo the owner of the AT&T property and the applicant are discussing possible revisions to the AT&T proffers (Proffers).
- **Off-site Trail construction costs.** Proffer 2.2.1.b.2 provides several options for the applicant regarding the portion of the 6’ asphalt trail on the west side of Harrison Street on property not owned by applicant or the Town. The first option is for applicant to obtain necessary easements and then construct the trail. The second option, if applicant cannot obtain the easements, is to request the Town to use its condemnation power, and if the Town secures the easements, applicant will bear the cost of the condemnation and the trail. The third option, if the Town does *not* utilize its power of condemnation, is for the applicant to pay a fixed amount for construction of the trail and the cost of condemnation. This third option requires a reduced contribution from applicant as a consequence of the Town’s decision not to use its condemnation power, with the balance of the condemnation and trail construction costs to be taken from the Off-site Transportation Improvements contribution of Proffer 2.2.2.
- **Capital Facilities Proffer not specifically for schools.** Applicant proffers a capital facilities contribution based on the type of residential unit in the amounts specified in

the School Capital Costs proffer policy adopted by the Town Council in 2005. Staff notes that applicant has not specifically earmarked this contribution for schools in accordance with the policy, but has left it open-ended for the Council to decide on how it could be used.

- **Escalator Clause missing.** The proffered contributions have not been made subject to an escalator clause, contrary to Town practice. An escalator clause ensures that the proffered amounts do not decrease in value over time should an applicant be delayed in constructing all or a portion of the project. An escalator clause should always be made applicable to all proffered contributions.

Attached for Council convenience is a more detailed list of Staff's proffer comments, including minor revisions (Attachment 5)..

Attachments

1. Revised concept plan received December 2, 2013
2. Revised design guidelines, dated December 5, 2013
3. Draft proffers dated December 2, 2013
4. Modification justification revised December 2, 2013
5. Staff comments on proffers dated December 2, 2013

**TOWN OF LEESBURG
NOTICE OF PUBLIC HEARING
TO CONSIDER REZONING APPLICATION TLZM-2012-0003
CRESCENT PLACE
REZONING AND CONCEPT PLAN & PROFFER AMENDMENTS**

Pursuant to Sections 15.2-1427, 15.2-2204, 15.2-2205 and 15.2-2285 of the Code of Virginia, 1950, as amended, the **Leesburg Town Council** will hold a public hearing on **Tuesday, December 10, 2013 at 7:30 p.m.**, in the Town Council Chambers, 25 West Market Street, Leesburg, Virginia, 20176 to consider Rezoning and Concept Plan Proffer Amendment Application TLZM-2012-0003, Crescent Place, a request by Applicants Leesburg Acquisition Partners LLC, and AT&T Corp., to rezone a 5,227 square foot parcel and amend the **TLZM 2005-0001 Harrison Park**, Concept Plan and Proffers as described below:

Rezoning:

1. Rezone a 5,227 square foot Parcel, with MCPI #231-19-2572, from the CD-RH (Crescent Design-Residential High) District to PRN (Planned Residential Neighborhood); and
2. Permit a future 4,600 square foot expansion of the existing utility building; and
3. Create separate and unique proffers applicable to this property

Concept Plan and Proffer Amendment:

1. Revise the residential density from 332 units to 224 units; and
2. Revise the commercial density from 33,600 square feet of office and 43,694 square feet of retail to a maximum of 35,000 square feet of commercial use; and
3. Revise the concept plan layout; and
4. Revise the Land Use Calculations, Parking Tabulations, Development Tabulations, and General Notes; and
5. Create Design Guidelines for urban design elements and architectural treatments to buildings; and
6. Revise proffers to reflect the changes in permissible uses and density, related design elements, public improvements, and proffer guidelines.

The Applicants have requested the following zoning modifications:

1. TLZO Section 8.3.2 regarding reduced lot area, lot width and average lot size
2. TLZO Section 10.4.5 regarding permitted extensions into the required yards
3. TLZO Section 11.3 regarding the location of residential parking spaces
4. TLZO Section 11.3 regarding the reduction in the amount of required commercial parking spaces
5. TLZO Section 11.9 regarding the reduction of loading spaces
6. TLZO Section 12.3.1.E regarding the reduction in the amount of canopy coverage for each platted lot
7. TLZO Section 12.8.5.C regarding reduced buffer-yard widths
8. TLZO Section 12.8.6.D regarding reduced screening material amount and design
9. TLZO Section 11.6.2.C regarding two-way parking aisle widths
10. TLZO Section 9.4.3.E.10 regarding signage for home occupation
11. TLZO Section 15.7.2.B regarding projecting home occupation signs
12. TLZO Section 15.7.2.C regarding wall/marquee home occupation signs
13. TLZO Section 12.5.3 regarding perimeter parking lot landscaping

The properties are identified by Loudoun County Property Identification Numbers (PIN) 231-19-0774, 231-19-3353, 231-19-6044, 231-19-6022, and 231-19-2572 which encompasses 11.77 acres within the Town of Leesburg. The property is zoned PRN (Planned Residential Neighborhood) and CD-RH (Crescent Design-Residential High). The properties are identified as Downtown on the *Town Plan's* Land Use Policy Map and are located within the Crescent District Master Plan. The Town Plan recommends medium to high residential densities. The amendments to the proffers reflect a residential density of 19.0 units per the acre and an FAR of 0.07.

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

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

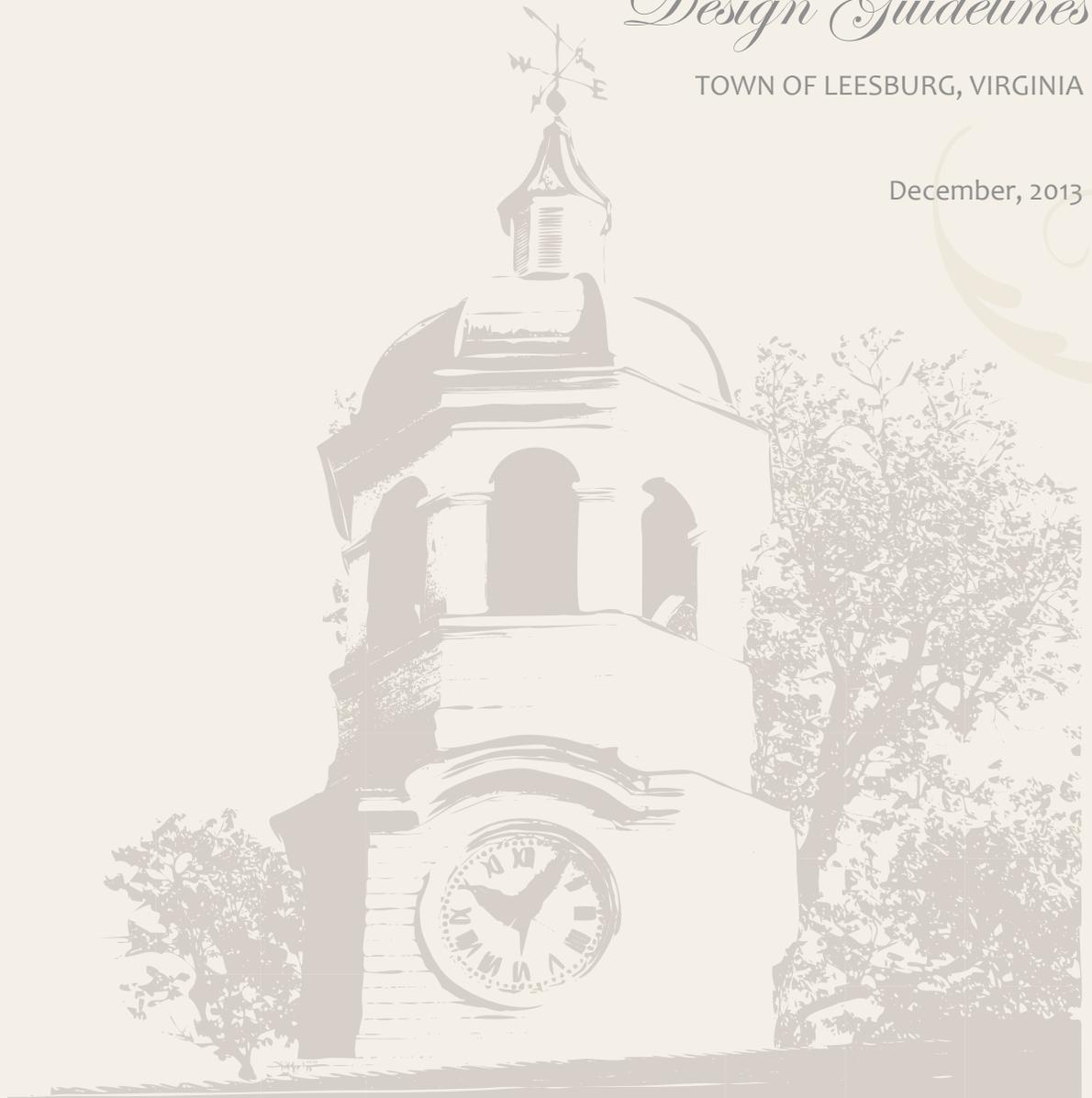
Ad to run:
11/28/13
12/05/13

Crescent Place

Design Guidelines

TOWN OF LEESBURG, VIRGINIA

December, 2013



Crescent Place

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Design Guidelines

Crescent Place is the redevelopment of a former industrial site comprised of approximately twelve acres. The project offers downtown Leesburg a unique opportunity for infill development and revitalization of an underutilized yet prominent property. Crescent Place takes its name from the Crescent District, an area identified in the Leesburg Town Plan, and derived from the crescent-like form of Town Branch. Crescent Place is proposed to develop with up to 35,000 SF of highly visible commercial space and 224 residential units.



SETTING & PLAN

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Crescent Place

CONTEXT



SETTING & PLAN



Located in the Crescent District along the boundary of the historic district, the site is a short distance from downtown. Surrounding uses are predominately older, non-historic, commercial buildings. The site is located a quarter mile or a five minute walk from the county government center and downtown Leesburg.

CRESCENT DESIGN DISTRICT MAP



Smaller pockets of existing residential uses are scattered throughout the surrounding area that include the mobile home park north of the W&OD trail, Monroe Street west of Town Branch, and Harrison Street south of Tuscarora Creek.

SITE AERIAL



Crescent Place

SITE PLAN



SETTING & PLAN

The Crescent Place plan provides a traditional street grid pattern connecting directly to Harrison Street as well as Industrial Court through a secondary entrance. Improvements are proposed to Harrison Street that will upgrade the eastern segment to a continuous streetscape of on-street parking, sidewalks, street lights and street trees. Parking for the commercial uses within the community is provided with the addition of on-street parking as well as improvements proposed to the town parking lot located on Harrison Street. Additional parking is provided behind the commercial units.

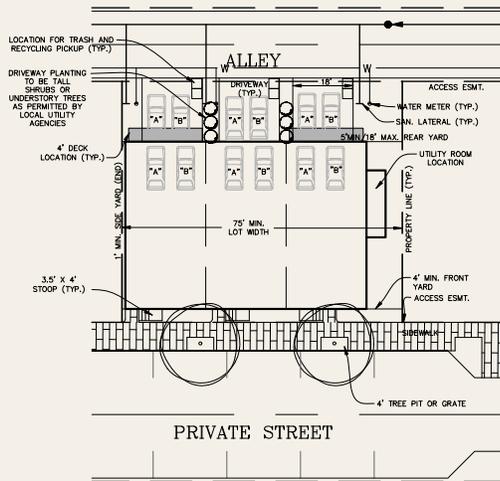


Crescent Place

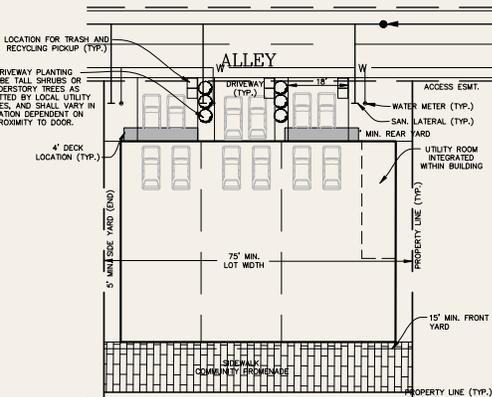
TYPICAL LOT LAYOUTS



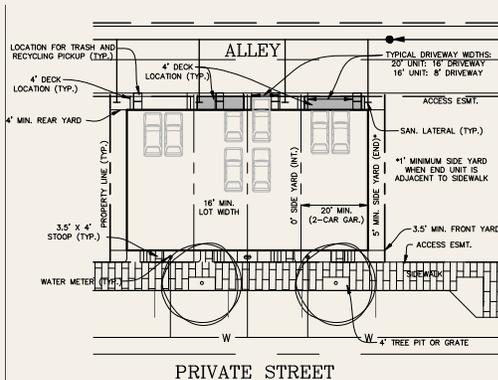
SETTING & PLAN



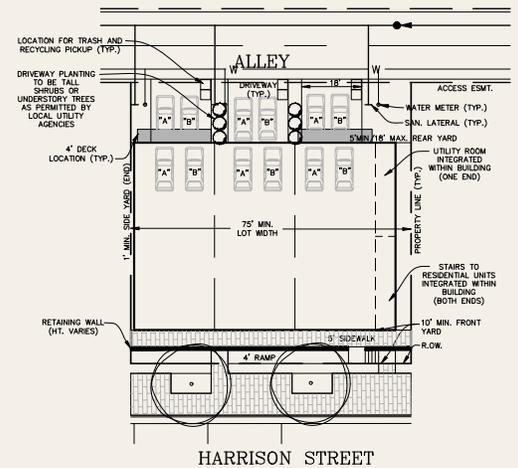
MULTI-FAMILY (LIVE/WORK)



TOWNHOUSE (REAR-LOAD)



MULTI-FAMILY (TWO OVER TWO)



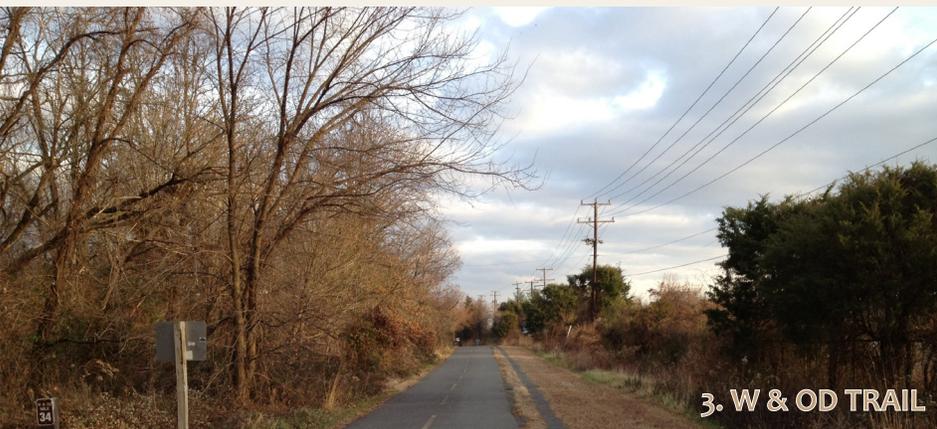
MULTI-FAMILY (TWO OVER TWO) OVER COMMERCIAL



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SURROUNDING PROPERTIES



SETTING & PLAN



KEY MAP

Neighbors include Raflo Park to the east, Middleburg Bank to the south, and the W&OD trail to the northeast. The property also has frontage on Industrial Court to the east. The site is surrounded by pedestrian and commercial activity which creates an ideal setting for a new neighborhood and commercial expansion.

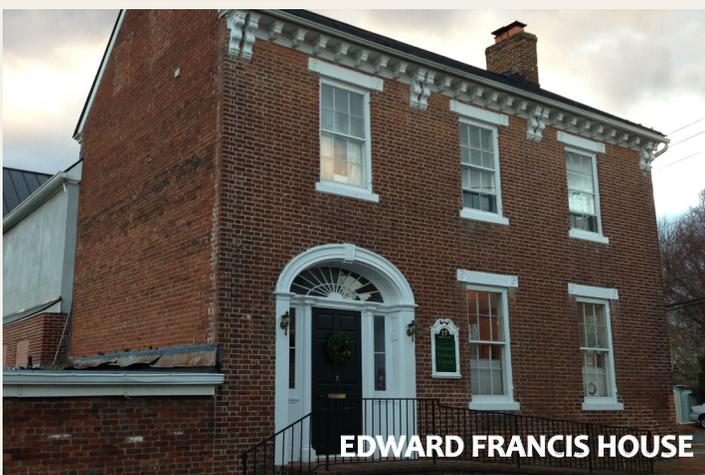
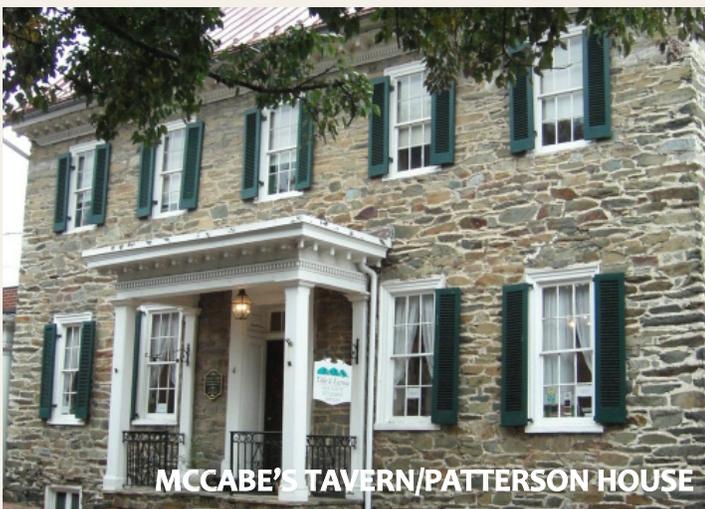
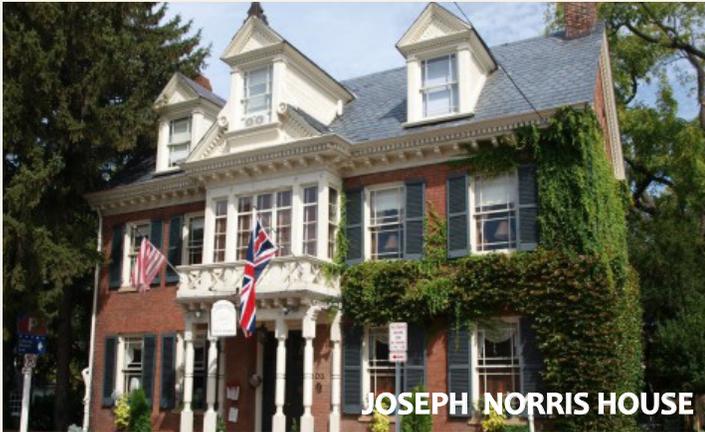
The Crescent District was envisioned by the Town to be an expansion of downtown Leesburg where a traditional street pattern and mix of uses is extended. Architectural style is also intended to be complementary of the neighboring historic district. The following guidelines will guide the architecture and open spaces within the neighborhood.

Crescent Place

ARCHITECTURAL STYLE



ARCHITECTURE



The Crescent Place architectural design is based on the rich traditional architecture found in the historic section of the Town of Leesburg including but not limited to Colonial, Federal, and Colonial Revival styles. The architecture is a modern interpretation of traditional architecture incorporating components and materials typically found in the architecture of homes located in and around the Town of Leesburg. For example, inspiration for the dormers is determined from the Queen Anne style dormers found on the Joseph Norris house located on 108 Loudoun Street SW. The reverse gable influence is taken from the Gothic Revival home found at 109 South King Street as well as the home located at 324 West Market Street. Front porches and portico influences can be found on the Bowie-Gilmore home located at 206 West Market Street and Henry McCabe's Tavern/Patterson House located at 4 Loudoun Street SE. lastly, masonry features and details were influenced by the simple elegance of the Federal style Edward Francis home located at 17 Royal Street SW.



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BUILDING TYPOLOGY



ARCHITECTURE

MIXED USE BUILDING (LIVE/WORK)



MIXED USE BUILDING (LIVE/WORK)

The mixed-use, commercial under residential, building will have dual fronts, which will fully conform to the building standards for the townhomes and two-over-two buildings. Approved exterior materials are brick and cementitious siding. One three-story residential unit is provided over each commercial unit, providing a traditional “downtown” style architecture. First floor commercial units may be combined to accommodate larger tenants and provide greater flexibility of use. Commercial entrances are provided at the front of each unit and both residential and commercial access is provided at the rear of the building. A two-car garage is provided for each residential unit.



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BUILDING TYPOLOGY



ARCHITECTURE

TWO-OVER-TWO RESIDENCES



TWO-OVER-TWO RESIDENCES

The two-over-two residences are designed to be similar in architecture and scale as the mixed-use and townhome buildings. Each two-over-two building will be four stories, and the front entrance will be shared by the top and bottom unit owner. Separate entrances will be provided at the rear of the unit through a single-car garage for each unit. Each unit will also be served by a driveway parking space.



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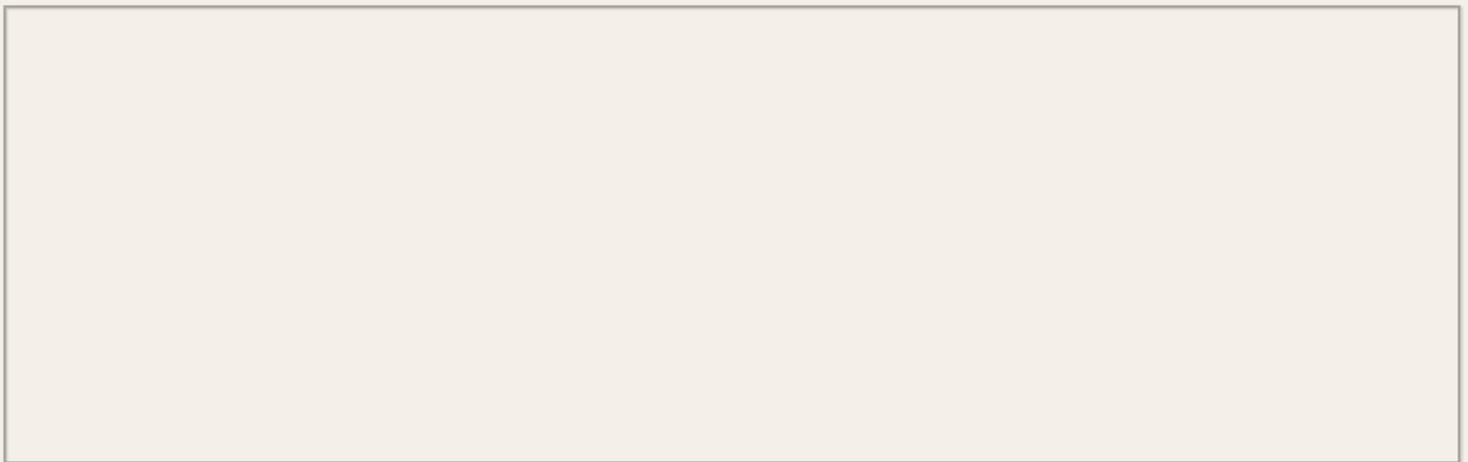
Crescent Place

BUILDING TYPOLOGY



ARCHITECTURE

TWO-OVER-TWO RESIDENCES OVER COMMERCIAL



ELEVATION IN PROGRESS

TWO-OVER-TWO RESIDENCES OVER COMMERCIAL

The two-over-two residences have commercial space underneath the residential floors. This customized building has the retail and the front entries of the residences on the same street side. The commercial entry is directly from the street sidewalk on the first floor while the front doors of the two-over-twos are accessed on the front terrace level with stairs at either end of each building. Private garage access for each two-over-two unit is on the rear, alley side of the building. This unique building melds with the mixed-use building and townhomes while also providing on-street commercial frontage.



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Crescent Place

BUILDING TYPOLOGY

FLAT ROOF TOWNHOMES



ARCHITECTURE



TOWNHOMES

Townhome units have their primary entrance at the front of the unit while end units may have their primary entrances on the side elevation to create a varied streetscape. A tandem two-car garage or one-car garage with “tuck-under” driveway space is provided at the rear of each townhome. Access to the rear of the unit is provided through the garage.

GABLE ROOF TOWNHOMES



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Crescent Place

ARCHITECTURAL DESIGN



ARCHITECTURE

EXAMPLE STREETSCAPE



INTRODUCTION

Crescent Place is home to 224 residential units, including single family attached and multi-family units of varying designs. In addition, Crescent Place includes neighborhood serving commercial uses. Surrounded by a network of enhanced streetscapes and community green spaces, the homes will be served by alleys, which will facilitate garage parking, trash removal, and utility placement.

MASSING

Design of building types shall add to the community character without rigid uniformity of design and be visually and physically compatible with one another. Building rows shall be designed and composed with consideration given to the building as a whole, reinforcing the larger scale, rhythm and patterns prevalent in the immediate neighborhood. This should be achieved through use of building details, materials, colors, similar roof forms, and street façade arrangements. Overall façade composition shall express verticality through alignments of doors, windows and bays. The basic massing of each unit shall be a simple rectangular volume, either three or four stories.

Rooftops shall contribute to the unified appearance of the individual streets as well as the neighborhood. The palette of designs shall incorporate a mix of roof forms that will reinforce the urban character, including flat roofs and expressive parapets.



Crescent Place

ARCHITECTURAL DESIGN



ARCHITECTURE

Decks, porches, and stoops shall be of a scale and style that also complement overall building design. Such features shall be open and no privacy screens will be permitted.

SITE PLANNING

New residential structures shall be sited so that the front plane of the building is in line with the prevailing plane of the other structures on the street. The front entrances shall be oriented to the primary street frontage or public way.

BUILDING HEIGHTS

Building Height shall be measured in number of stories and shall not exceed five (5) stories, excluding a raised basement, roof terrace story or inhabited attic. Each story shall not exceed fifteen (15) feet clear, floor to ceiling and be no less than nine (9) feet. Maximum height shall be measured to the eave or roof deck. First floors and primary entry shall be raised a minimum of twenty (20) inches above the adjacent sidewalk, where possible.



TYPICAL FRONT TOWNHOUSE COMPOSITION



FRONT FACADE COMPOSITION

The front facade composition shall be characterized by a symmetrical and balanced placement of doors and windows. Front entry doors are located either in the center of the composition or off-centered on the facade aligning vertically with the windows above. Typically windows align vertically from floor to floor, and horizontally, and shall be composed in 3-bay, 4-bay, or 5-bay arrangements. Individual double-hung windows shall be the predominant window form.

The front facade of at least thirty percent (30%) of the units in a row shall be articulated with balconies, bump-outs or bay windows.



TYPICAL SIDE TOWNHOUSE COMPOSITION



Crescent Place

ARCHITECTURAL DESIGN



ARCHITECTURE



TYPICAL FRONT TWO-OVER-TWO COMPOSITION



TYPICAL SIDE TWO-OVER-TWO COMPOSITION



EXTERIOR VENEERS

Individual facades shall be either full masonry or stone veneer, or full horizontal cementitious siding with a masonry or stone veneer waterable covering the foundation.

All building fronts in a single row shall be a minimum of forty percent (40%) masonry or stone with the remainder of the frontage being horizontal cementitious smooth-faced siding. Calculation of the building façade material shall exclude trim, cornice, windows, doors, garage doors, pediments, shutters, louvers, columns and other similar architectural features. Vinyl siding is not permitted on any building facade.



TYPICAL FRONT TWO-OVER-TWO OVER COMMERCIAL COMPOSITION



TYPICAL SIDE TWO-OVER-TWO OVER COMMERCIAL COMPOSITION



Crescent Place

ARCHITECTURAL DESIGN



ARCHITECTURE



TYPICAL "HIGH VISIBILITY" FRONT TOWNHOUSE COMPOSITION



TYPICAL "HIGH VISIBILITY" SIDE TOWNHOUSE COMPOSITION

"END" & "HIGH VISIBILITY" FACADES

The unit located at the end of a row will be treated with a consistent material treatment on the front and side facades when located at "high visibility" locations as indicated on the concept plan to include articulation such as a bump out, balcony, bay window, or porch. The first unit located at the alley entrances will have a consistent material treatment on the front, side and rear facades.

End units with gable roofs will use pre-finished, horizontal, cementitious siding on rear elevations unless designated as a "high visibility" unit. End units with flat roofs and roof terraces will use cementitious vertical panels. No horizontal siding will be used on the roof terrace level living space, which will have consistent material treatment on all facades.



TYPICAL "HIGH VISIBILITY" REAR BUILDING "H" TWO OVER TWO COMPOSITION



TYPICAL BUMP OUT EXAMPLES



TYPICAL BALCONY EXAMPLES

Crescent Place

ARCHITECTURAL DESIGN



ARCHITECTURE



EXAMPLE STREETSCAPE



TYPICAL REAR TOWNHOUSE COMPOSITION



TYPICAL REAR TWO OVER TWO COMPOSITION



TYPICAL REAR MIXED USE COMPOSITION

REAR FACADES

Rear elevations of all buildings shall be comprised of the following:

- Horizontal cementitious siding, masonry or stone;
- At least three (3) varying colors of the same shade of color shall be used for siding on each row of buildings;
- One-hundred percent (100%) of the units in a row must be constructed with a cantilevered deck. At least fifty percent (50%) of the units in a row shall be articulated with balconies, bump-outs, bay windows, or additional cantilevered deck.



Crescent Place

MATERIALS & DETAILS



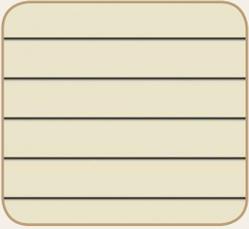
ARCHITECTURE



STONE



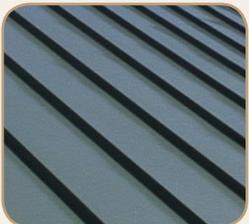
BRICK



CEMENTITIOUS
SIDING



CEMENTITIOUS
PANEL



STANDING SEAM
METAL ROOF



ARCHITECTURAL
SHINGLE

FRONT STOOPS

Front stoops will follow the following design standards:

- All front stoops are to be brick.
- Stoop railings (where required) are to be ornamental metal.
- Vinyl railings are not permitted.
- Concrete stoops are not permitted.
- Stoops shall be a minimum of 3.5 ft. deep by 4 ft. wide.

ROOFS

The roof form must reflect the roof forms expressed along the block face and shall include eave facing gables or front facing gables with roof pitches ranging from six to ten over twelve.

Gabled or hipped dormers may be added to introduce light into half-story and attic spaces. Building rows shall have a mix of dormer windows, gables, hips or other feature on both the front and rear roof line in order to provide a variety of visual interest. Seventy-five percent (75%) of the front of a building row must have a roof feature such as a dormer or reverse gable roof.

Roof forms may also include flat roofs with facades designed as parapet wall fronts with a cornice expression. The parapet shall be continuous with either an articulated cornice using brackets, paneling, and shaped molding, or the top may be defined using cut or cast stone elements and accent brickwork.



Crescent Place

MATERIALS & DETAILS



ARCHITECTURE

Additional roof design standards include the following:

- Roofs of a single building row may contain a combination of materials, but each material color shall be consistent within the row.
- Roof stacks, vents, or other penetrations must be painted black, dark grey or other color to closely match the roof color.
- Gutters shall be painted to match the trim color.
- Gable and dormer roofs may be standing seam metal, artificial slate or architectural grade asphalt shingles.
- Roof flashing shall match roof material color.
- EPDM roof membrane shall be allowed only on the flat roof buildings on the main (upper) roof. Walkable membrane roofs shall be required on roof terraces. One color shall be used on all terraces.
- Bay window roofs shall be standing seam metal.



DOUBLE HUNG
WINDOWS



FRONT ENTRY



DOOR - SIMULATED
WOOD

WINDOWS & DOORS

Windows:

The rhythm of the windows must reflect the overall bay rhythm of the building and be repeated floor to floor. Unrelieved expanses of wall are not acceptable on street facades, especially buildings that occupy a corner lot. False windows and shutters are highly discouraged although they may be employed along the side elevation of a building, but shall never be used on the front elevation.

Windows shall be of a vertical proportion with muntin patterns of six over six or nine over nine. Generally, windows shall be single or double hung with operability. Rectangular transoms above the windows are permitted, but half-round transoms are not appropriate.

Lintels and arches have a minimum height of eight inches (8") and must extend beyond the masonry opening four inches (4") on either side. Sills have a minimum height of two inches (2") and project from the wall surface a minimum of one inch (1").



Crescent Place

MATERIALS & DETAILS



ARCHITECTURE

Shutters shall be applied to all or none of the windows on any given façade and shall be shaped, sized and proportioned to the windows they serve. Shutters shall be operable or provided with adequate hardware (shutter dogs or tie-backs) to make them appear operable and shall be mounted as if hinged to the window frame or brick surround.

Additional window standards include the following:

- Windows in all homes may be vinyl.
- All windows will have simulated divided light (SDL) grills.
- Snap in grills are not permitted.
- Transoms and half round windows will have SDL grills.
- Windows will match exterior color schemes.

Doors:

Special care shall be given to design and detail of the front entry doors and its appropriateness to the overall style of the home. Doors are constructed as either paneled or glazed. Doors can be double or single and often include sidelights and transoms. Door muntins shall be traditionally profiled, at exterior and interior faces, and no greater than one inch (1”) in width. Individual door lites shall be square or vertically proportioned. Lites in doors and windows of differing sizes shall be similarly proportioned.

The use of side-lites and transoms are encouraged. Transom units shall be horizontally proportioned with vertically proportioned lites. Transoms must be a minimum of fourteen inches (14”) high. Transoms or sidelights at front doors will have SDL grills.

Entry door materials and details are as follows:

- Entry doors must be stained or painted. All other doors must be primed and painted.
- All front entry doors will be metal clad wood or fiberglass clad wood.
- Vinyl doors are not permitted.
- All patio doors will have SDL grills.

Garage Doors:

All garage doors will be fiberglass, with no glass window openings. Style of garage doors will be paneled to match or complement approved architecture.



Crescent Place

MATERIALS & DETAILS



ARCHITECTURE



FULL PORCH



FRONT ENTRY
WITH SURROUND



CORNER PORCH



FRONT ENTRY
WITH OVERHANG

PORCHES

Porches where provided shall be located centrally on the front façade, usually one-story, and shall have emphasis placed on the bay where access is gained to the porch. Porches shall be either three-fifths or the entire length of the front façade. Porch roofs can be either flat, shed, gabled or hipped roofs. Shed or hipped roofs have a min. four (4) in twelve (12) pitch. Porch column bays should be more narrow than wide resulting in a vertical proportion.

FRONT ENTRIES

A Front Entry with Door Surround will have a standard front door with adjacent fluted Doric pilasters on each side in a square or round profile. An entablature will be placed above the door to complete the Front Entry composition. The other Front Entry with Overhang option will have a shed canopy overhang with two brackets supporting its entablature and roof. The shed roof will have a min. four (4) in twelve (12) pitch with optional standing-seam metal roof. The canopy will be sized to fit around the door casing. All front entries will have brick stoops with black ornamental metal handrails, if necessary per grade.

COLUMNS & RAILINGS

Columns include ten inch (10") diameter Doric columns, and twelve inch diameter Ionic columns. Single-story porches shall have nine (9') to ten foot (10') tall columns. Balusters shall have a square or turned cross section, and shall be spaced no more than four inches (4") on-center.

REAR DECKS & RAILINGS

Decks shall be consistent in materials, design and aesthetic quality, and shall be of a consistent color throughout a building and from building to building.



Crescent Place

MATERIALS & DETAILS



ARCHITECTURE

The rear decks and railings design standards are as follows:

- Standard or optional rear decks will be cantilevered, no posts permitted.
- Decks will extend no more than five feet from the face of the building.
- Deck floor joists and beams will be pressure treated.
- All band boards will be wrapped with a composite trim material and painted to match exterior trim.
- Deck railings will match stoop rails in design and color.
- Railings will be ornamental metal.
- Vinyl or pressure treated rails are not permitted.

UTILITY PLACEMENT

Meters, condensers and other equipment must not be visible from the sidewalk. Placement in the front façade or side façade zone is prohibited, with equipment located off alleys or internal side yards. Equipment may be used on flat roofs, but must be accessible, located behind parapet, and not visible from the street. Wherever possible, meters shall be placed in groups on the alley or non-pedestrian side elevation. Sprinkler equipment on multifamily buildings will be screened with a mechanical room.

TYPICAL LANDSCAPE SCREEN EXAMPLES:



UTILITY SCREEN
LANDSCAPE



UTILITY SCREEN
LANDSCAPE



UTILITY SCREEN
FENCE



UTILITY SCREEN
FENCE



Crescent Place

OPEN SPACE & PEDESTRIAN PLAN



STREETSCAPE & AMENITIES



Thoughtfully designed and well-appointed open spaces are provided with connections to the surrounding community. Harrison Street improvements will provide the missing pedestrian link between the W&OD trail and Catoctin Circle. A six and a half foot molded brick sidewalk, street trees, streetlights, and on-street parking will complete a streetscape consistent with downtown Leesburg. The Boulevard will provide a similar streetscape, as well as the addition of a twenty-foot planted median and park. Additional streets within the site will provide similar on-street parking and street trees with brick sidewalks, thus creating a hierarchy of streets throughout the community. The Central Plaza with fountain and pocket parks will be provided as a retreat for the community.



Crescent Place

HARRISON STREET ENTRANCE PLAN



STREETSCAPE & AMENITIES

SITE ENTRANCE/PRIVATE BLVD - PLAN VIEW



KEY MAP

MONUMENT SIGN - ELEVATION



The site entrance on Harrison Street will include a monument sign integrated with the adjoining stone retaining walls. The entrance sign and walls, as well as a heavily and formally planted median, will tie into the consistent street tree plantings and brick sidewalks leading into the site. An arbor or landscape entry feature, such as a specimen tree, set back into the site on the same axis as the commercial sidewalk will guide visitors and provide added height and architectural interest to the



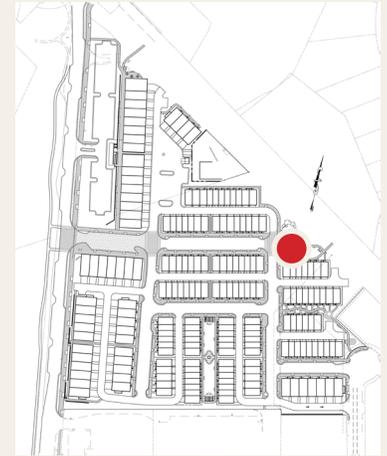
LANSDOWNE
DEVELOPMENT GROUP

Crescent Place

CENTRAL PLAZA GREEN



STREETSCAPE & AMENITIES



KEY MAP

pedestrian space. The Central Plaza Green surrounding a central fountain will be the focal point at the end of the Boulevard. Hardscape with various paving materials will surround the fountain and provide seating and a place for residents to gather. Formalized plantings and stone benches will surround the Plaza softening the edge and transitioning to the neighboring W&OD property. Integrated within the Central Plaza Green will be a rock feature that will offer opportunities for interpretive play



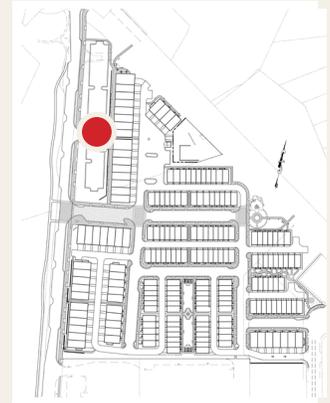
Crescent Place

TOWN PARKING LOT & COMMUNITY PROMENADE

TOWN PARKING LOT - PLAN VIEW

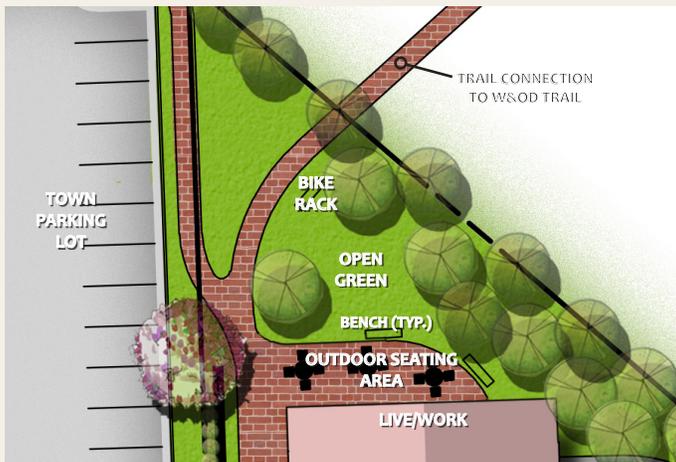


STREETSCAPE & AMENITIES



KEY MAP

COMMUNITY PROMENADE OPEN GREEN



COMMUNITY PROMENADE PERSPECTIVE



within the space.

The Town owned parking lot will be improved with additional parking and plantings. A stone retaining wall and ornamental metal railing will separate the lower parking area from the commercial activity above. The stone retaining wall will be softened with tree and shrub plantings.

Extending along the front of the mixed-use buildings, the community promenade will feature benches, additional outdoor seating areas and bike storage. The open green will provide a quiet, tree-lined area for relaxing or walking. A trail connection will provide direct access to the W&OD Trail for pedestrians and cyclists.



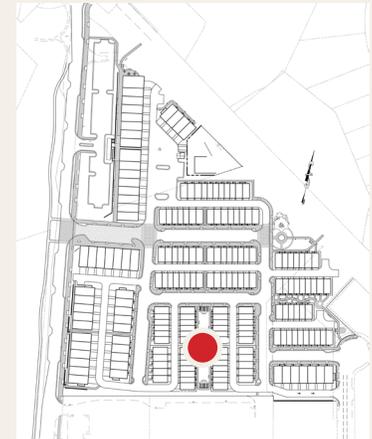
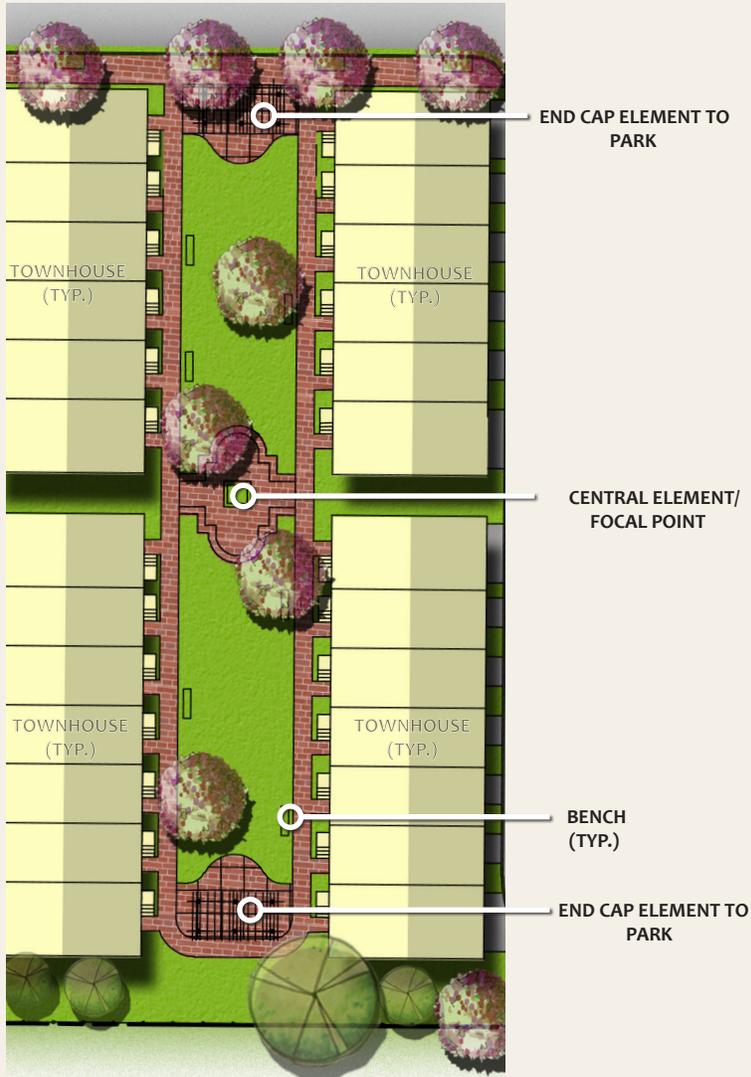
LANSDOWNE
DEVELOPMENT GROUP

Crescent Place

RESIDENTIAL COMMON GREEN



STREETSCAPE & AMENITIES



KEY MAP

The Residential Common Green is less formal than the Central Plaza Green and the Boulevard. This park will feature seating areas for residents to relax, walk, and socialize. Elements such as benches, trellises, and patios are site elements of the residential common green. The design to the left shows an illustrative layout incorporating these elements.

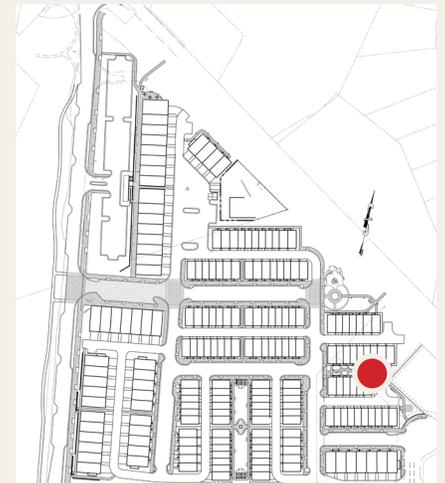
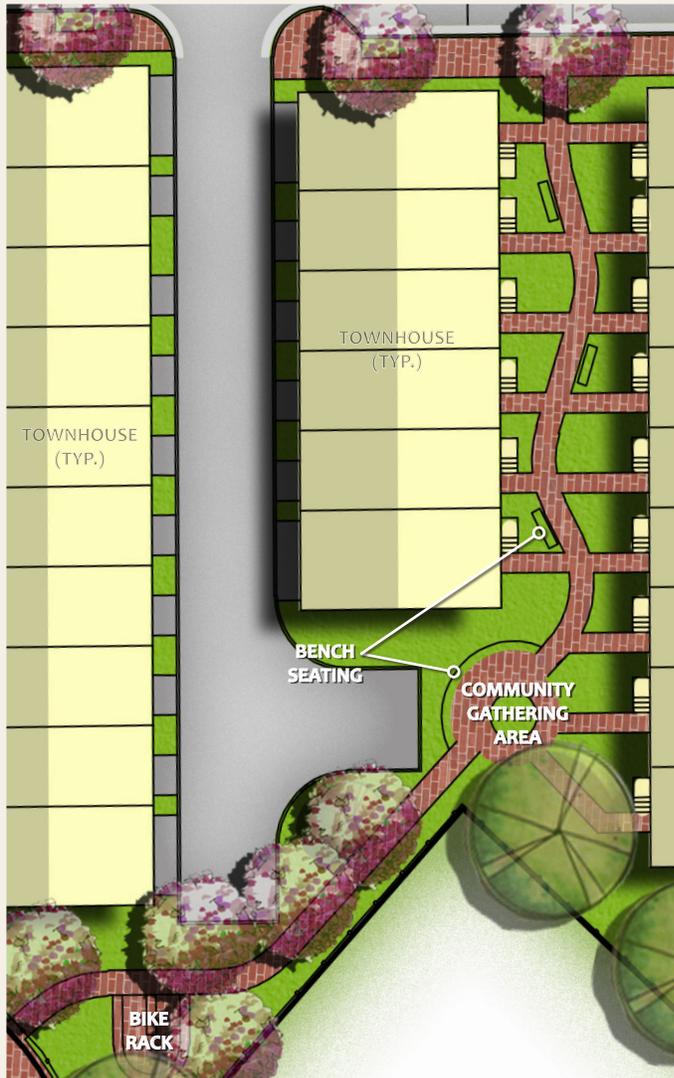


Crescent Place

LINEAR POCKET PARK



STREETSCAPE & AMENITIES



KEY MAP

The linear pocket park will serve as both a gathering area and a retreat for residents. Bench seating and hardscape areas will be an ideal site for celebrations and other community functions, while the tree-canopied benches will offer more quiet areas. The linear pocket park will also feature a connecting brick pathway and bike storage.



Crescent Place

LANDSCAPE & STREETScape MATERIALS PALLET



STREETSCAPE & AMENITIES



BRICK SIDEWALK & LEADWALK



ASPHALT TRAIL



COBBLESTONE



STAMPED ASPHALT



DETECTABLE WARNING SURFACE



STONE WALL



CONCRETE BOLLARD



STONE BENCH

SIDEWALKS

Sidewalks along Harrison Street, the main Boulevard entering the community, and all individual streets will be molded brick. If needed to enhance the growing environment for street trees, individual sidewalks may incorporate cobblestone or similar permeable pavement material as a complement to the brick surface. All sidewalks will be constructed pursuant to DCSM requirements.

LEAD-WALKS

Lead-walks are to be molded brick and a minimum of four feet wide.

If railings are required along a lead walk, they must be ornamental metal. Vinyl or pressure treated rails are not permitted.



Crescent Place

LANDSCAPE & STREETScape MATERIALS PALLET



STREETSCAPE & AMENITIES



DETAIL OF STACKED STONE



DRY STACKED STONE WALL



ORNAMENTAL METAL RAIL



LANDSCAPING AT DRIVEWAY



RECESSED GARAGE ENTRY



LANDSCAPING AT DRIVEWAY

HARDSCAPES

Retaining walls will be dry stacked stone.

Rails required on dry stacked stone walls will be ornamental metal. Vinyl rails or fences are not permitted.

DRIVEWAYS

All rear load townhomes will have a five foot concrete driveway apron. A five foot long segment of ribbon curb will be used in between the garage doors. All driveways will be asphalt. Landscaping will be used in between the ribbon curb to soften the drive aisles and to provide color. Stone is not permitted between ribbon curb.



Crescent Place

SITE FURNISHINGS

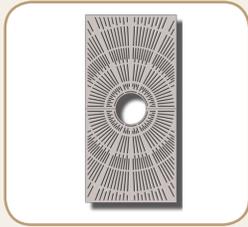
STREETSCAPE & AMENITIES



BENCH



TRASH CAN



TREE GRATE



ORNAMENTAL METAL FENCE



DRY STACK STONE FENCE



STREET SIGN



MAILBOX CLUSTER



MAILBOX CLUSTER



BOLLARD LIGHT



HARRISON STREET LAMP



PRIVATE STREET LAMP



RESIDENT'S LAMP

SITE FURNISHINGS

A style and material that complements the historic district will be required for all site furnishings. Black metal or painted/coated metal benches, trash cans, tree grates, street signs and lights and the like will be required for a consistent look throughout the community.

Mailboxes will be located at convenient, centrally located areas around the new community, typically along the edges of the public green spaces.

LIGHT FIXTURES

Front Elevations:

One light fixture is permitted on side of door. Photo cells are permitted. Post lamps are not permitted

Rear Elevations:

Sufficient lighting for visibility and safety shall be provided in the driveways and drive aisles without creating glare or excessive spill over onto adjacent lots. To enhance alley illumination, a deck-mounted lamp that will be timer controlled will be provided with each unit. Said lamp will be installed beneath the deck.

Two light fixtures will be provided, one on each side of a two-car garage door. One light fixture will be provided at a one-car

Crescent Place

LANDSCAPE PLANTINGS

STREET TREES:



RED MAPLE



LONDON PLANE TREE



SAWTOOTH OAK



STREETSCAPE & AMENITIES

garage door.

STREET TREES

Will be provided in tree pits and grates as detailed on the Concept Plan, and consist of species that can tolerate urban environments and approved by Town.

FOUNDATION PLANTINGS

- Foundation plantings are required on every lot.
- Foundation plantings are required on all end conditions.
- All lawns will be sod.

BUFFER PLANTINGS

- Will be a mixture of evergreen and deciduous plants with varying heights for a complete buffer as approved by town.
- Consistent plant pallet will be provided throughout the neighborhood.
- Flowering plants and variety of textures will be used for visual interest.



FOUNDATION PLANTING



WALL PLANTING



BUFFER PLANTING



Crescent Place

OTHER SITE FEATURES



STREETSCAPE & AMENITIES



BIKE RACK



BUS SHELTER

BIKE RACKS

Bike racks will be provided throughout the site to encourage pedestrian circulation from within the site and surrounding neighborhoods.

BUS SHELTER

A bus shelter to be placed on the Town parking lot will provide a transit connection to the downtown.



TRELLIS



INTERPRETIVE ROCK PLAY AREA

TRELLIS

Trellis features will be placed within open space areas and accompanied with landscaping to provide shade and an aesthetically pleasing sense of place.

INTERPRETIVE ROCK PLAY AREA

The rock play area incorporated within the Central Plaza Green will provide the children of the community a creative and interactive place to play.



**CRESCENT PLACE
REZONING CONCEPT PLAN AND PROFFER AMENDMENT APPLICATION
REQUEST FOR MODIFICATIONS**

November 5, 2012

Revised March 27, 2013

Revised June 14, 2013

Revised August 14, 2013

Revised November 1, 2013

Revised December 2, 2013

The applicant is requesting the following Zoning Ordinance modifications pursuant to Section 8.2.2.E of the Zoning Ordinance. The zoning application these modification requests accompany is to amend the concept plan and proffers for a current PRN zoned property. Many of the PRN district requirements anticipate a more suburban-style pattern of development than is envisioned for the Crescent Place project, which is located adjacent to the downtown Leesburg H-1 overlay district, the W and OD Trail and across the street from Raflo Park. As such, the Crescent Place concept plan proposes an urban infill style of development with smaller lots, an alternative parking configuration for the townhouse and two-over-two style multi-family units, and less on-site open space than is typically found in more suburban style neighborhoods. Section 8.2.2.E permits the Town Council to approve the proposed modifications to the regulations if they will achieve an innovative design. The applicant suggests that the proposed concept plan provides an innovative urban infill style of development, as compared with the more suburban style development proscribed under the PRN district regulations. The proposed concept plan fulfills the Purpose of the Planned Development Districts as set forth in Section 8.1.1.B by providing a "creative and innovative design to complement and enhance the town's visual character." If an innovative urban infill style of development is appropriate at this location, then the proposed modifications improve upon the existing regulations. In order to achieve the design depicted on the concept plan, the following modifications to the Zoning Ordinance are necessary and appropriate.

MODIFICATIONS FOR THE LEESBURG ACQUISITION PARTNERS PROPERTY

I. Zoning Ordinance Section to be Modified

Section 11.3 Number of Parking Spaces Required

Parking Standards Table

<i>Type of Use</i>	<i>Minimum Number of Spaces Required</i>
<i>Single-Family Detached</i>	<i>2.0 per dwelling if access to the lot is onto a public street; 3.0 per dwelling if access to the lot is from a private accessway.</i>
<i>Single-Family Attached</i>	<i>2.0 per dwelling if access to the lot is onto a public street; 2.5 per dwelling if access to the lot is from a private accessway. For townhouses with a single-car garage, the garage shall not be counted as a parking space. For townhouses with a two-car garage, the two-car garage shall count as a single (one) parking space.</i>
<i>Multi-Family</i>	<i>1.5 per dwelling for efficiency and one bedroom units; 2.0 per dwelling for two bedroom units; and 2.53 per dwelling for units with three or more bedrooms. For multi-family garage units, the garage shall not be counted as a parking space.</i>
<i>Retail Sales, General</i>	<i>1.0 per 200 square feet gross floor area for the first 10,000 square feet, plus 4.0 per each additional 1,000 square feet of gross floor area.</i>
<i>Office, General</i>	<i>1.0 per 300 square feet gross floor area.</i>

Requested Modification

<i>Type of Use</i>	<i>Minimum Number of Spaces Required</i>
<i>Single-Family Attached</i>	<i>2.5 spaces per dwelling unit, including all garage and driveway spaces.*</i>
<i>Multi-Family – two-over-two units and live/work dwelling units</i>	<i>2.5 spaces per dwelling unit, including all garage and driveway spaces.*</i>
<i>Retail Sales, General and Office, General</i>	<i>43 spaces will be provided on-site *</i>

*See parking exhibit on Sheet 25 of the Concept Plan.

Justification for Modification

In the proposed mixed-use community, the total required parking is 704 spaces as shown on the Parking Exhibit included as sheet 25 of the Concept Plan prepared by Bowman Consulting accompanying this modification request. The provided parking is 606 on-site spaces broken down as follows: 43 commercial spaces (both retail and office), 491 residential spaces provided on the lots in the garages and driveways and 69 visitor spaces dispersed throughout the site as on-street parking, and 3 spaces for the AT&T parcel. However, an additional 123 public parking spaces are available in the vicinity of the community to off-set the on-site spaces provided in Crescent Place with 40 on-street spaces on Harrison Street and 83 spaces in the re-built town parking lot adjacent to Crescent Place in front of the live/work units proffered to be constructed by the applicant. This tabulation results in a total of 729 parking spaces available in the vicinity of Crescent Place comprised of 606 on-site parking spaces and 123 off-site public spaces. In order to compensate for the deficiency in on-site parking, the applicant has included in the proffers a cash contribution in the amount of \$135,000 for use toward public parking facilities as further justification for this modification request. This modification request is premised upon the following factors: (i) the mix of uses developed in a compact pattern reduces the need for each use to provide the maximum number of spaces for each use calculated separately; (ii) the compact pattern and the project’s location promotes pedestrian access within and to the site, reducing the need for parking; (iii) the urban infill character is designed to promote a lifestyle and expectations different from typical suburban development by trying to balance automobile use with pedestrian use - providing more than ample parking only encourages vehicular access; (iv) Virginia Regional Transit provides bus service along Harrison Street and (v) on-street parking both within the project (on private streets) and on adjacent Harrison Street will be available to all users, as is customarily found in the historic core of Leesburg and in most urban settings. Off-street parking fields are discouraged in traditional urban design, while on-street parking is considered a critical element of the street in traditionally designed communities. All dwelling units will have a garage, which by covenant will be required to be maintained for parking purpose only. Additionally, the applicant has proffered that the HOA will be responsible for outside grounds maintenance, which eliminates the need for residents to store yard maintenance equipment and tools in the garage.

II. Zoning Ordinance Section to be Modified

Section 11.9 Number of Off-Street Loading Spaces Required

	<i>Minimum Number of Loading Spaces Required</i>
<i>Offices</i>	<i>One standard loading space for the first 10,000 square feet of gross floor area, plus one space for each additional 20,000 square feet.</i>
<i>Eating Establishments</i>	<i>One standard loading space for the first</i>

	<i>10,000 square feet of gross floor area, plus one space for each additional 25,000 square feet.</i>
<i>Retail Sales</i>	<i>One standard loading space for the first 15,000 square feet of gross floor area, plus one space for each additional 25,000 square feet.</i>

Requested Modification

Provide one standard loading spaces (15’ by 30’ in dimension) to serve the commercial uses for the property.

Justification for Modification

The proposed commercial component contained on the ground floor of live/work units will be comprised of smaller retail, restaurant and office uses, which will not have the need for large or numerous loading spaces. Excessive loading areas will detract from the traditional design of the project. This project should be viewed as being similar to uses in the H-1 historic overlay district, as a similar design, scale and mix of uses is being proposed. Section 11.10.1 of the Zoning Ordinance permits the Land Development Official to waive loading requirements in the H-1 district when the proposed use can be served adequately by an existing on- or off-street loading facility within proximity to the proposed use. Primarily, however, the small scale of the commercial uses will preclude the need for large or numerous deliveries.

III. Zoning Ordinance Sections to be Modified

Section 12.8.5.C Modification Buffer-Yard Requirements – Special Design

Buffer yard requirements may be waived or modified by the Land Development Official where the side of a building, a barrier and/or the land between that building and the property line has been specifically designed to minimize the adverse impact through a combination of architectural and landscaping techniques.

Section 12.8.6. D Screening – Alternative Screens and Modifications

Alternative planting programs that achieve the objectives of the required screens are permitted to allow flexibility in landscape design. The Land Development Official may approve any of the alternative screens provided below or a combination of the alternatives if the applicant can demonstrate that the objective of the screen has been met. The Land Development Official may reduce or eliminate the requirements for evergreen trees or shrubs if a landscape plan proposes the use of hedges, shrubs, walls or berms that achieve the objective of the required screen.

Requested Modification

The applicant is requesting to apply the buffers and setbacks as shown on Sheet 4 of the CP.

Justification for Modification

This urban infill style development is surrounded by a variety of uses; therefore, the applicant is proposing to provide separation from these uses using a variety of methods as depicted in the Buffers and Screening Table on Sheet 4 of the concept plan. The following describes the methods employed corresponding to the table:

A modification along the boundary labeled "A to B" on Sheet 4 is requested between the live-work units and the public parking lot. These units contain first floor commercial uses, which will face the parking lot with the intent of attracting the public to these commercial uses. Therefore, a buffer and screening is not desirable, since the uses need to be integrated with the public parking area and the sidewalk, not screened from those uses. A 15-foot wide buffer is proposed, which will include the sidewalk and canopy trees along the bottom of the retaining wall between the two uses. The retaining wall provides a semi-opaque separation, in addition to the vertical separation. A stair/ramp feature is proposed for transit between the two levels.

A modification along the boundaries between the AT&T facility and Crescent Place is requested. These buffer segments are labeled "C to K," "K to L," and "L to D" on Sheet 4, respectively, with proposed widths ranging from four to six feet. Each buffer segment will include an opaque composite fence along the perimeter of the to be expanded AT&T parcel with supplemental plantings appropriate to the buffer width as shown on Sheet 4 of the CP. The fence and plantings provide an opaque buffer between the two parcels. The AT&T site primarily houses equipment with infrequent visits by employees, which means an opaque buffer is appropriate between the two uses.

A modification along the boundary labeled "B to C" and "D to E" on Sheet 4 is requested between the residential uses and the commercial uses and the W&OD Trail. The width of buffer segment "B to C" is proposed to be a minimum five feet, and buffer segment "D to E" will range from five to 15 feet in width. Both buffer segments will include plantings appropriate to the buffer width, as shown on Sheet 4 of the CP. Evergreen trees will be minimized, however, since the Trail is considered a focal point for the community and the views of the Trail need to be kept open. This semi-opaque buffer will provide clear separation between the project and the W and OD Trail, while providing residents a view of the adjacent trail amenity. Up to three connections from the property to the trail adjacent to on-site open space areas will invite trail users to visit the property – particularly the commercial uses.

A modification along the boundary labeled "E to F" on Sheet 4 is requested between the residential uses and adjacent commercial use. A buffer ranging from five to ten feet in width with an opaque screen consisting of a six-foot composite fence supplemented by

plantings appropriate to the buffer width is proposed along this segment. The residents will not need to interact with the adjacent commercial use, Banner Glass, which makes the opaque screen appropriate for this segment of the perimeter.

A modification along the boundary labeled "G to H" on Sheet 4 is requested between the residential uses and the adjacent retail uses. A 10-foot wide buffer is proposed, which will include a retaining wall with six-foot opaque composite fence and plantings appropriate to the buffer width. The retaining wall, coupled with the vertical separation and opaque fence, provides an appropriate buffer between these uses.

A modification along the boundary labeled "H to I" on Sheet 4 is requested between the residential uses and the bank property. A six-foot wide buffer with six-foot opaque composite fence supplemented by plantings appropriate to the buffer width is proposed, since the existing buffer on the bank property ranges from 10-feet to 34-feet wide and is densely planted, providing an opaque buffer between the two properties. A segment of six-foot ornamental fence with gate will be provided at the location of the proposed pedestrian connection to the adjacent Middleburg Bank property shown on Sheet 3 of the CP.

A modification along the boundary labeled "I to J" on Sheet 4 is requested between the residential uses and the bank property. A buffer ranging from zero to twelve feet in width is proposed, which will include a six-foot opaque composite fence and plantings appropriate to the buffer width. In addition, supplemental planting materials are proposed for the buffer on the Middleburg Bank property. The opaque composite fence, coupled with the on-site and the adjacent landscaping will provide an effective visual buffer adjacent to the bank drive-through area.

On the AT&T Corp. property, the following modifications also are requested.

- For the property line adjacent to Building I (buffer segment "L to D"), no buffer is proposed. Buffering between uses will be accomplished via the six-foot opaque composite fence and landscaping provided on the Crescent Place portion of the boundary.
- For the property line adjacent to the row of parking spaces (buffer segment "K to L"), a five-foot buffer width with plantings as shown on Sheet 4 of the CP is proposed, which will complement the six-foot opaque composite fence and landscaping provided on the Crescent Place portion of the boundary.
- For the property line adjacent to Building C (buffer segment "C to K"), a fifteen-foot buffer width with plantings as shown on Sheet 4 of the CP is proposed, which will complement the six-foot opaque composite fence and landscaping provided on the Crescent Place portion of the boundary.
- For the property line adjacent to the W and OD Trail ("buffer segment "C to D"), a three-foot buffer width with plantings and six-foot ornamental metal fence as shown on Sheets 4 and 19 of the CP is proposed.

IV. Zoning Ordinance Sections to be Modified

Section 8.3.2 Lot Size – Lot Area - Single-family, attached – Lot Area 1,600 sq. ft. minimum – no more than 25% of total SFA units; Lot Area 2,000 sq. ft. minimum – no fewer than 75% of total SFA units.

Section 8.3.2 Lot Size – Lot Width – Single-family, attached – Lot Width 18 feet for lots less than 2,000 sq. ft.

Requested Modifications

The applicant proposes a minimum Lot Area of 800 square feet with an average lot size of 800 square feet and minimum Lot Width of 16 feet for the smaller (16-foot wide) single-family, attached dwelling units, and a minimum Lot Area of 1,000 square feet with an average lot size of 1,000 square feet and minimum Lot Width of 20 feet for the larger (20-foot wide) single-family, attached dwelling units. Overall, the proposed single-family, attached dwelling units will have a minimum lot area of 800 square feet, an average lot size of 900 square feet, and a minimum lot width of 16 feet, as stated on Sheet 1 of the CP. A proffer has been included in the proffer statement to provide at least two 20-foot units and one 16-foot unit in 80% of the sticks of single family attached dwelling buildings.

Justification for Modification

This modification is requested to accompany a residential design and lay-out that is more urban in style than the suburban character that the zoning ordinance requirement for minimum lot size and lot area would produce. Crescent Place is being developed as an urban-infill community located adjacent to the historic downtown area of Leesburg, as well as adjacent to two major open space amenities of Leesburg – the W&OD Trail and Raflo Park. Urban infill design means smaller unit and lot sizes, with better proximity to urban amenities than a standard suburban single family attached design.

V. Zoning Ordinance Section to be Modified

Section 12.3.1.Twenty-Year Tree Canopy Requirements – All submittals of final subdivision plats or site plans under Article 13 of the Subdivision and Land Development Regulations shall include a plan for the preservation, planting and/or replacement of trees on the site to the extent that, at maturity of twenty years, minimum tree canopies or covers will provided in the areas designated in the Town of Leesburg Zoning Ordinance as follows:

E. Every platted lot shall have a minimum tree canopy coverage of 2 ½ percent or 3,000 sq. ft., whichever is less.

Requested Modification

The applicant proposes to meet the requirement of Section 12.3.1.C, which requires a twenty-year tree canopy of 15% with a density of 19.74 dwelling units per acre, following the proffered landscape on Sheet 4, but not provide the minimum tree canopy coverage on each individual lot.

Justification for Modification

As an urban infill-style development, the landscape plan is designed under an overall plan and not designed on individual lot basis. The landscape plan focuses on providing street trees along the internal private streets (street residential common parking courts) and surrounding the perimeter of the property, which will provide canopy coverage for the majority of the individual lots. The lots lacking in canopy coverage all front on one of the open space/green/plaza areas that by design are not providing tree canopy coverage, but rather an alternative open space area for community gathering and play space. This landscape plan provides tree canopy coverage for lots fronting on the street RCPCs (Buildings F, G, H, J, K, L, M, N, O, P, T, U and Z) and lots adjacent to the perimeter of the property (Buildings A, B, C and I). Buildings D and E face Harrison Street, which has street trees, but the canopy from those trees will not provide coverage on the individual lots of those two buildings. Building Q fronts on the pedestrian plaza/green and is adjacent to perimeter landscaping, but will not have canopy coverage on the individual lots. The ends of Buildings R and S are adjacent to perimeter landscaping and RCPC street tree plantings, but front on open space with a portion of the walkway system that does not provide canopy coverage on the individual lots. The ends of Buildings V and X are adjacent to RCPC street tree plantings, which provides canopy coverage for the end lots, and Buildings W and X are adjacent to perimeter landscaping that does not provide canopy coverage on the individual lots. All four of these buildings, however, front on an open space/green that will remain free of canopy coverage in order to provide a clear space for active games and play. As an additional off-set to mitigate this modification, additional riparian plantings are proposed for Raflo Park as shown on Sheet 4 of the CP.

VI. Zoning Ordinance Section to be Modified

Section 10.4.5 Minimum Yard Requirements

C. Extensions into Required Yards. The following uses and structures shall be permitted to be located within required yards, subject to the limitations established herein. No structure may be erected over a public right-of-way or easement, except as permitted in the Town Code.

4. Balconies, Chimneys, Porches, Bay Windows, Steps and Landings. Balconies, chimneys, porches, bay windows, steps and landings which comprise less than one-third the length of the wall may project up to three feet into a required yard, but no closer than five (5) feet to any lot line.

5. Decks and Patios. . . .Uncovered decks, which are attached to the principal structure and are more than three (3) feet above grade on the lot, may extend into a required rear yard to within twenty (20 feet of the property line, however, side yard requirements shall apply....

Requested Modification

For the front entry stoops for the single family attached units, the applicant proposes that the stoop may extend to the front property line with a depth of 3.5 feet between the front of the principal structure and the front property line.

For the rear decks for the single family attached units, which are more than three feet above grade since they will be attached to the second level of the units, the applicant proposes that the deck may extend to the rear property line with a depth of four feet between the rear of the principal structure and the rear property line.

Justification for Modification

In this urban infill setting, the units are placed close to the private streets along the front and the residential parking courts along the rear. Therefore, the architectural features that are permitted to extend into the yards extend to the property line on these urban infill lots. This style of development is not designed to provide front and rear yards as open space for these units, but rather as elements of the streetscape. Residents sitting on the front stoops and rear decks will be able to interact as neighbors walk by on the street sidewalk or the residential parking court.

VII. Zoning Ordinance Section to be Modified

Section 11.6.2.C Parking Aisle Dimensions. Parking facilities shall provide travel aisles in compliance with the following minimum width aisle standards:

Minimum Aisle Widths Adjacent to Parking

*Parking Angle: 90 degrees
2-Way Traffic; 24-foot aisle width*

Requested Modification

The applicant proposes twenty-foot minimum aisle widths for the Residential Common Parking Courts 2 (RCPC2) labeled on Sheet 3 of the CP.

Justification for Modification

The RCPC2 will function as the alley providing vehicular access to the individual units and their on-lot garages and driveways. Although these travel ways meet the DCSM

definition for a Residential Common Parking Court, they function as alleyways. The DCSM permits an 18-foot minimum width for alleys and Crescent Place is providing a 20-foot minimum width for the RCPC2 travel ways. These travel way widths are appropriately modified to meet the DCSM requirements for RCPCs and alleyways, for which the Zoning Ordinance does not include standards distinct from general parking aisle standards.

VIII. Zoning Ordinance Sections to be Modified

Section 9.4.3.E.10 Home Occupations – Signs. No signs accessory to such home occupation shall be displayed except as otherwise permitted or authorized by town regulations.

Section 15.7.2 Development Standards for Permitted Sign Types

B. Projecting Sign – Development Standards

C. Wall/Marquee Sign – Development Standards

Requested Modification

Single-Family Attached Units: One (1) wall sign or one (1) projecting sign not to exceed three (3) square feet in area, or one (1) A-frame/Sandwich board sign not to exceed twenty-four (24) inches in width and thirty-four (34) inches in height.

- The projecting signs shall be subject to TLZO Sec. 15.7.2.B Projecting Sign – Development Standards except that the minimum frontage requirement shall be sixteen (16) feet of ground level frontage, maximum size shall be three (3) square feet, and the use limitation shall be a maximum of one (1) per single-family attached unit, with a minimum of fourteen (14) feet between projecting signs.
- The wall signs shall be subject to TLZO Sec. 15.7.2 C. Wall/Marquee Sign – Development Standards except that maximum height of wall signs shall be fourteen (14) feet, and maximum size shall be three (3) square feet.
- The A-frame/Sandwich board sign shall be subject to the following standards: Maximum size shall be twenty-four (24) inches in width and thirty-four (34) inches in height, the sign shall be located along the front of the single-family attached unit to which it pertains, and a four (4) foot unobstructed space must be maintained on the sidewalk in front of the business to meet A.D.A. requirements.

All other requirements of Article 15 Sign Regulations shall apply.

Justification for Modification

In the Crescent District Master Plan area, a mix of residential and commercial uses is the desired land use pattern. Crescent Place is providing this desired mix by providing first

floor retail in Buildings A, B, D, E and L along Harrison Street. Additionally, the ability for home-based businesses is a desired feature for this community. In order to make the home-based businesses viable, this modification of the home occupation sign regulations will permit appropriately sized and designed signs indicating which residences have home-based businesses to be patronized.

IX. Zoning Ordinance Section to be Modified

Section 8.4.8 Open Space Requirement for "infill" PRN

A Planned Residential Neighborhood (PRN) located in an area designated in the Town Plan as "infill" on Map 6.3 therein shall provide at least fifteen percent (15%) of the land area as public and common open space.

Requested Modification

Although Crescent Place is providing 15.4% (1.81 acres) of the site as meeting the Zoning Ordinance Section 18.1.125 definition and the Section 8.4.8 requirement, only a portion of that open space (8.8% of the site or 1.04 acres) constitutes the formal parks/greens space.

Justification for Modification

Crescent Place proposes a mixed-use community containing first floor retail with residential above the first floor in the buildings proposed along Harrison Street (Buildings A, B, L, D and E on the CP) and high-density single-family, attached and multi-family dwelling units in the two-over-two style. As such, this community will be urban in design and usage with several on-site open space areas as depicted on Sheets 17 and 18 of the CP that will benefit the residents, the commercial visitors and customers as well as members of the general public – particularly those drawn to the site from the adjacent W&OD Trail. The more formal on-site open spaces include the Pedestrian Central Plaza/Green (.3 acres), the Residential Common Green (.23 acres), the Community Promenade (.32 acres) and the Linear Pocket Park (.19 acres). The Crescent Place on-site open space areas are supplemented by two adjacent major public open space amenities, namely the W&OD Trail and Raflo Park across Harrison Street. These amenities are situated to provide the Crescent Place residents with active open space opportunities - the W&OD Trail and its connection the nearby Douglass Community Center, and passive open space opportunities – Raflo Park with its park like setting, gazebo and picnic benches arrayed along Town Branch.

MODIFICATIONS FOR THE AT&T CORP. PROPERTY

X. Zoning Ordinance Sections to be Modified

Section 12.8.5.C Modification Buffer-Yard Requirements – Special Design

Buffer yard requirements may be waived or modified by the Land Development Official where the side of a building, a barrier and/or the land between that building and the property line has been specifically designed to minimize the adverse impact through a combination of architectural and landscaping techniques.

Section 12.8.6. D Screening – Alternative Screens and Modifications

Alternative planting programs that achieve the objectives of the required screens are permitted to allow flexibility in landscape design. The Land Development Official may approve any of the alternative screens provided below or a combination of the alternatives if the applicant can demonstrate that the objective of the screen has been met. The Land Development Official may reduce or eliminate the requirements for evergreen trees or shrubs if a landscape plan proposes the use of hedges, shrubs, walls or berms that achieve the objective of the required screen.

Requested Modification

The AT&T owner is requesting to apply the buffers and setbacks as shown on Sheet 4 of the CP.

- For the property line adjacent to Building I on the LAP Property, no (0') buffer yard is proposed.
- For the property line adjacent to the row of parking spaces on the LAP Property, a five-foot buffer width with plantings and fence as shown on Sheets 4 and 19 of the CP is proposed.
- For the property line adjacent to Building C on the LAP Property, a fifteen-foot buffer width with plantings and fence as shown on Sheets 4 and 19 of the CP is proposed.
- For the property line adjacent to the W&OD Trail, a three-foot buffer width with plantings and fence as shown on Sheets 4 and 19 of the CP is proposed (with the exception of the area where there is an existing generator).

Justification for Modification

The AT&T property is currently in use as switching station providing telecommunication services to Leesburg. AT&T purchased on option to acquire additional land from the property owners prior to LAP to accommodate future expansion plans. AT&T and LAP have now reached agreement for a boundary line adjustment that is reflected on the CP to accommodate AT&T's use of its property and its future expansion plans. The building is unoccupied except for electronic equipment and is serviced approximately once a week. Since maintaining a constant source of power is critical to AT&T providing service to Leesburg, a back-up power generator also is located on the property. The proposed buffer modifications reflect the current and future of the property. A three-foot buffer width is proposed along the W&OD Trail to accommodate the location of existing structures and parking and driveway areas. No buffer is proposed along Building I, since the driveway access to the back-up power generator is provided along that property line.

A fifteen-foot buffer can be provided along Building C without interference with the current use of the site. A five-foot buffer is proposed adjacent to the row of parking spaces in order to accommodate the proposed building expansion and driveway access to the back-up power generator.

MODIFICATIONS OF THE DCSM GRANTED BY THE LAND DEVELOPMENT OFFICIAL FOR THE LAP PROPERTY

XI. DCSM Section to be Modified

Section 7-361.3 Spacing of Entrances on the Public Right-of-Way

The entrance centerline for commercial entrances entering along the same side of the street shall be spaced a minimum of 200 feet. Under specific circumstances, the Director may modify this minimum dimensional requirement when sufficient justification is provided by the Applicant.

Proposed Modification

The applicant proposes a spacing between entrances onto Industrial Court of 104.5 feet with the eastern entrance (closer to Catoctin Circle) being restricted to a one-way egress only entrance.

Justification for Modification

The design for Crescent Place involves private streets providing the primary vehicular access through the property and with residential common parking courts providing vehicular access to the rear of individual units where the driveways and garages are located. Service vehicles, such as trash trucks, also need to access the residential common parking courts. Industrial Court provides entrances for a private street and a residential common parking court for the units located in the northeast corner of the property. These entrances are located at the end of Industrial Court in the bulb of the cul-de-sac., which means there is no through traffic at this end of Industrial Court. The Concept Plan for the rezoning of Crescent Place restricts the residential common parking court entrance onto Industrial Court to one-way egress only, which provides a safe condition for the two entrances with more than 100 feet of separation at the end of the cul-de-sac.

PROFFER STATEMENT

TLZM 2012-0003, CRESCENT PLACE

November 20, 2012
Revised March 28, 2013
Revised June 14, 2013
Revised August 14, 2013
Revised September 18, 2013
Revised October 8, 2013
Revised October 18, 2013
Revised November 1, 2013
December 2, 2013

Leesburg Acquisition Partners LLC, as the Owner of approximately 11.65 acres of land, more particularly described as Loudoun County parcel identification numbers 231-19-3353, 231-19-6022, 231-19-6044 and 231-19-0774 (hereinafter "LAP" and the "LAP Property," respectively) and AT&T Corp., as the Owner of approximately 0.12 acres of land, more particularly described as Loudoun County parcel identification number 231-19-2572 (hereinafter "AT&T" and the "AT&T Property," respectively), hereby voluntarily proffer, pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and Section 3.3.16 of the Town of Leesburg Zoning Ordinance, as amended, that the development of the Property shall be in substantial conformance with the proffers as set forth below. All exhibits referred to in this proffer statement are attached and incorporated into this proffer statement.

All proffers made herein are contingent upon the approval of the rezoning concept plan and proffer amendment request in the pending application and upon approval of the zoning modification requests. These proffered conditions are the only conditions offered on this rezoning application, and will supersede and replace the previously approved proffers with Harrison Park, TLZM 2005-0001. These proffers shall become effective only upon approval by the Town Council of Leesburg, Virginia, of the Zoning Amendment application TLZM 2012-0003.

Pursuant to proffer 11, below, AT&T has joined this application only for purposes of rezoning the AT&T Property and determining the standards for development of the AT&T Property and not for purposes of joining with LAP in the development and proffer commitments for the LAP Property.

1. LAND USE

1.1 Concept Plan

- 1.1.1 Development of the LAP Property shall be in substantial conformance with Sheets 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 17, 18, 19 and 24 of the Concept Plan, prepared by Bowman Consulting, dated November 20, 2012 (hereafter referred to as the "CP") and revised through December 2, 2013, which is attached to these proffers as Exhibit A and which shall control

the use, layout, and configuration of the Property, with reasonable allowances to be made for engineering and design alteration and to meet Town zoning, subdivision and land development regulations.

- 1.1.2 Development of the AT&T Property shall be in substantial conformance with Sheets 1, 2, 3, and 4, of the Concept Plan, prepared by Bowman Consulting, dated November 20, 2012 (hereafter referred to as the "CP") and revised through December 2, 2013, which is attached to these proffers as Exhibit A and which shall control the use, layout, and configuration of the Property, with reasonable allowances to be made for engineering and design alteration and to meet Town zoning, subdivision and land development regulations.

1.2 Development Program

- 1.2.1 The LAP Property shall be developed with a mix of uses, including a maximum of 224 dwelling units consisting of a combination of single family attached and multi-family dwelling units (including those units located above first floor commercial), and a minimum of 30,000 square feet of first floor commercial uses and a maximum of 35,000 square feet of first floor commercial uses such as retail, restaurant and office uses. The single-family attached dwelling units shall consist of twenty-foot wide units and sixteen-foot wide units. A minimum of 80% of the buildings containing single-family attached dwelling units shall contain a mix of the two unit widths.
- 1.2.2 The AT&T Property shall be developed with a public utility use consisting of the existing building and a future two story expansion. The future two story expansion shall have a maximum building footprint of 2,300 square feet with up to an additional 2,300 square feet on the second floor.

1.3 Phasing Plan

1.3.1 General

LAP shall construct the site improvements in accordance with the Phasing Plan depicted on Sheet 13 of the CP. Each phase will construct the on-site private parking courts and residential common parking court ("RCPC") improvements shown on Sheet 13 of the CP included within each phase boundary as well as the perimeter landscaping and either ornamental metal or opaque composite fences with stone retaining walls, if necessary, in the locations depicted on Sheet 4 of the CP. The private parking court improvements will include the construction of five-foot wide sidewalks and street trees on both sides of the RCPCs, where shown on Sheet 4 of the CP. The RCPC improvements also will include the on-street parking spaces. Each phase's improvements will be bonded for construction prior to the issuance of the first zoning permit for any of the dwelling units contained within that phase's boundaries. Construction of each phase's improvements will be constructed prior to the issuance of the occupancy permit for the unit reaching the fiftieth (50th) percent of the total number of units in that phase (i.e., if a phase contains 100 units, the improvements must be constructed prior to issuing the occupancy permit for the 50th unit). Site grading,

installation of infrastructure, demolition of existing structures and other land disturbance may occur anywhere on the Property without regard to this phasing plan, subject to Town of Leesburg and County of Loudoun approvals and/or issuance of permits as required.

- 1.3.2 The Phase 1 improvements will include (i) the recordation of the boundary line adjustment plat between LAP and AT&T and removal of any and all existing structures required in connection with such recordation, prior to the recordation of any subdivision, (ii) the walkway improvements along the front of building "B" including planters and seating bump-outs along with the walkway adjacent to the Town Parking Lot, the retaining wall and the pedestrian ramps leading from the Town Parking Lot ; (iii) the paved access drive to the AT&T parcel in the location depicted on Sheet 3 of the CP adjacent to building "C," (iv) the dumpster enclosure and the loading and parking spaces in the locations depicted on Sheet 3 of the CP behind buildings "A" and "B," (v) the pedestrian plaza/green in the location depicted on Sheet 3 of the CP adjacent to building "Q" and a connection to the W&OD Trail, subject to issuance of an entrance permit by The Northern Virginia Regional Park Authority ("NVRPA; (vi) the fencing along the LAP/AT&T property boundary as depicted on Sheet 19 of the CP as well as the perimeter buffer landscaping along this property boundary, including the landscaping shown on the AT&T Property; (vii) the walkway improvements along the front of building "A" including the planters, seating bump-outs, outdoor seating area, open green landscaping and connection to the W&OD Trail, subject to NVRPA approval as depicted on Sheet 18 of the CP; (viii) the five-foot wide sidewalk in the locations depicted on Sheet 3 of the CP adjacent to buildings "I" and "Q," as well as running along the property line adjacent to the pedestrian plaza/green, and (ix) the six-foot tall ornamental metal fence along the AT&T Property boundary with the W&OD Trail.
- 1.3.3 The Phase 2 improvements will include the open space/green landscaping and five-foot wide sidewalks connecting to the green in the locations depicted on Sheet 4 of the CP and the landscaping illustrated on Page 22 of the Design Guidelines.
- 1.3.4 The Phase 3 improvements will include the five-foot wide sidewalks connecting to Industrial Court and running between buildings "R" and "S."
- 1.3.5 The numbering of the phases in this proffer does not necessarily represent the sequential order during which the proposed phases will occur, but rather the improvements that will be provided concurrent with each phase of development. Notwithstanding the prior sentence, Phase 1 will occur first in time to be followed by or concurrent with Phases 2 and 3.

1.4 Parking

Parking is being provided as shown on Sheet 3 of the CP and pursuant to the modification of Section 11.3 of the Zoning Ordinance. As part of the justification for the parking modification request, LAP shall contribute \$135,000 to the Town of Leesburg in addition to constructing the spaces on the town-owned parking lot and on Harrison Street as shown on Sheet 25 of the CP. The payment of this contribution shall be made in five installments in the amount of \$27,000, with each installment, to be paid at the time of issuance of the first occupancy permit for each of the buildings designated for first floor commercial use identified as Buildings A, B, D, E and L on Sheet 3 of the CP.

2. TRANSPORTATION IMPROVEMENTS

2.1 Sidewalks.

Sidewalks shall be constructed on both sides of all parking courts on the LAP Property, and shall be a minimum of eight-feet wide inclusive of the street trees and the associated planting area. Internal sidewalks that are not adjacent to any parking court shall be a minimum of five-feet wide. All sidewalks internal to the LAP Property shall be constructed of brick material. Planting areas for internal street trees shall be comprised of planting media suitable for urban settings.

2.2 Public Street Improvements

2.2.1 Harrison Street.

2.2.1.a LAP shall bond for construction a ½ section as shown on Sheet 5 of the CP along the east side of Harrison Street between the Middleburg bank property line (PIN 232-49-0793) and the W&OD Trail property line with street trees, street lights, curb and gutter and parallel parking spaces, subject to Town approval prior to issuance of the first zoning permit for the LAP Property and shall construct the improvements prior to issuance of the first occupancy permit for the LAP Property.

2.2.1.b.1 LAP shall bond for construction the improvements along the west side of Harrison Street as shown on Sheet 5 of the CP and labeled as "Typical Section Harrison Street S.E. North End Near W&OD Trail" along the Raflo Park frontage with six-foot asphalt trail, street lights, concrete curb and parallel parking spaces within the right-of-way. This trail shall be constructed in compliance with the Americans with Disabilities Act, within the property limits of Raflo Park and according to an alignment approved by the Town. This trail shall connect with the trail to be constructed along the west side of Harrison Street pursuant

to proffer 2.2.1.b.2, below. These improvements shall be bonded for construction prior to issuance of the first zoning permit for the LAP Property and shall be constructed prior to issuance of the first occupancy permit for the LAP Property.

2.2.1.b.2 LAP shall bond for construction the improvements along the west side of Harrison Street as shown on Sheet 5 of the CP and labeled as "Typical Section Harrison Street S.E. South End Near Catoctin Circle." This improvement shall include the construction of, street lights, flush concrete curb, and parallel parking spaces within the right-of-way, subject to Town approval, and shall be bonded prior to issuance of the first zoning permit in Phase 1 for the LAP Property, as shown on Sheet 13 of the CP, and shall be constructed prior to issuance of the first occupancy permit in Phase 1 for the LAP Property.

This improvement also shall include the construction of a six-foot asphalt trail located outside of the right-of-way on adjacent private property. LAP shall exercise its best efforts to acquire any easements outside of the right-of-way needed to construct the trail along the portion of Harrison Street S.E. described as "South End Near Catoctin Circle" (the "Trail"). LAP's obligation to construct the Trail shall be contingent on LAP's ability to secure the necessary easements. In the event that such easements are acquired by LAP prior to issuance of the first zoning permit in Phase 2, then LAP shall complete the construction of the Trail prior to issuance of the first occupancy permit in Phase 2. If, despite the best efforts of LAP to acquire the easements necessary for construction of the Trail by the time of issuance of the first zoning permit for Phase 2, LAP will request in writing to the Zoning Administrator that the Town obtain such easements by eminent domain (the "Trail Zoning Administrator Notification"), and LAP shall fund the cost of such condemnation. This proffer shall in no way obligate the Town to use its powers of eminent domain and such exercise shall be undertaken solely in the discretion of the Town. If within one-hundred-twenty (120) days of receipt of the Trail Zoning Administrator Notification the Town adopts a resolution to commence condemnation proceedings, then LAP shall construct the Trail no later than six (6) months after notification from the Town that the necessary easements have been acquired provided the necessary easements are acquired by the Town within twelve (12) months of the adoption of the resolution. The Town will notify LAP upon the successful acquisition of the necessary easements within ten (10) days of

acquisition. If the Town does not adopt a resolution to pursue its powers of eminent domain within one-hundred-twenty (120) days of the receipt of the Trail Zoning Administrator Notification or does not acquire the necessary easements within twelve (12) months from the adoption of the resolution, then LAP shall work with the Town to determine a reasonable cost to construct the Trail, including a cost for condemnation of \$5,000, which amount shall be submitted to the Town and held specifically for the construction of the Trail in the future by others. This payment shall be made to the Town prior to the issuance of the 200th residential zoning permit for the LAP property.

Should the cost of the construction of the Trail or the cash equivalent contribution for the same exceed the amount set forth in the "Bonding Unit Price List for New Harrison Street Development Cost Estimate" dated November 1, 2013 prepared by Bowman Consulting, any cost in excess shall be deducted from the cash contribution for off-site transportation improvements specified in proffer 2.2.2, below.

2.2.1.c LAP shall install a twelve-and-a half foot wide brick sidewalk inclusive of the six-foot planting area along the east side of Harrison Street within the right-of-way connecting the W&OD Trail property to the existing sidewalk on the Middleburg Bank property, subject to Town approval. .

2.2.1.d LAP shall install street trees and street lights along the east side of Harrison Street between the NVRPA property line and the Middleburg Bank property line, subject to Town approval for the Town-owned portions of the Harrison Street frontage. The street trees shall be planted in accordance with the Sheet 4 of the CP, and the street lights installed shall be as shown on Sheets 10 and 11 of the CP.

2.2.2 Cash Contribution for Off-site Transportation Improvements

LAP shall provide a cash contribution totaling \$210,898 for off-site transportation improvements that may include, at the discretion of the Town, the traffic signal at Harrison and Loudoun Streets, the right turn lane from Harrison Street onto Catoctin Circle or other transportation improvements in the vicinity of the LAP Property. This cash contribution shall be paid at the time of issuance of the zoning permit for each residential unit in the amount of \$1,722

2.2.3 Right Turn Lane on Industrial Court.

LAP shall bond and provide a southbound right turn lane from Industrial Court onto Catocin Circle within the Industrial Court right-of-way, which shall include only the re-striping on the existing pavement and no additional construction, if approved by the Town of Leesburg. LAP shall bond the turn lane improvement prior to issuance of the first zoning permit for the LAP Property and complete the improvement prior to the issuance of the occupancy permit for the first zoning permit in Phase 2 for the LAP Property.

3. OPEN SPACE AND RECREATION

3.1 Internal Open Space and Recreation

3.1.1 Open Space Amenity Areas

LAP shall provide internal open space areas as shown on Sheet 17 of the CP and the amenities within these open space areas as shown on Sheet 18 of the CP. In addition to the amenities shown on Sheet 18 of the CP, the community promenade shall contain at least two gathering spaces built into the wall along the promenade, with at least one gathering space across from both Building A and Building B. The promenade shall incorporate at least two different pavement patterns in the walkway to be determined at the time of site plan approval. In addition, a minimum of eight planters shall be dispersed along the walkway in front of the retail units.

3.1.2 W&OD Trail

Landscaping. LAP shall install landscaping on the LAP Property's frontage along the NVRPA property to include the plantings as illustrated on Sheets 3 and 4 of the CP at the time set forth in Proffer 1.3 above.

3.1.2.2 Construction Fence. LAP shall erect a six-foot high chain link construction fence along the LAP Property frontage along the NVRPA property prior to the start of grading or construction on site, which may also be used as super silt fence for sediment and erosion control. The fence shall remain only during construction of the LAP Property; however, portions of the fence may be removed as construction is completed along that portion of the W & OD Trail.

3.1.2.3 Access Points. LAP shall provide a minimum of two access points from the LAP Property connecting to the W&OD Trail, in the conceptual locations shown on Sheet 3 of the CP, subject to NVRPA approval. The exact locations and design of the access points shall be determined at the time of permit issuance by the

NVRPA. LAP shall obtain permits from NVRPA meeting applicable minimum requirements for slope, sight distance, safety drainage and other applicable NVRPA requirements. The property owners association (POA) established pursuant to proffer 7, below, shall provide perpetual maintenance of the connections to the NVRPA property boundary. The connections to the NVRPA property will be free and available for use by the public.

3.1.3 Bicycle Facilities

LAP shall install a minimum of four bicycle parking racks to be interspersed throughout the LAP Property at locations to be determined at the time of Site Plan approval. At least one of the bicycle parking racks will be placed adjacent to building "A" as depicted on Sheet 3 of the CP, and the other bicycle parking racks will be placed adjacent to other open space areas on the LAP Property as depicted on Sheet 3 of the CP.

3.2 Public Recreation Improvements Contributions

3.2.1 Raflo Park Improvements

LAP shall bond for construction up to three concrete bases flush with the ground in order to not alter the floodplain for the display of public art provided by others within Raflo Park, subject to Town of Leesburg approval, prior to issuance of the first zoning permit in Phase 2 for the LAP Property, as shown on Sheet 13 of the CP, and shall construct the improvements prior to issuance of the first occupancy permit in Phase 2 for the LAP Property.

3.2.2 Park Contribution

LAP shall contribute \$1,000 per residential unit, at the time of issuance of the Zoning Permit for each residential unit, to the Town of Leesburg to be used for capital improvements to Ida Lee Park, the skate park or other Town of Leesburg facilities operated by the Department of Parks and Recreation.

4. SITE DESIGN

4.1 Sidewalks

All sidewalks constructed along Harrison Street shall be constructed with brick paving material, subject to Town approval. In addition, all of the sidewalks along the private streets and the residential common parking courts on the Property as well as in the open space amenity areas shown on Sheet 18 of the CP shall be

constructed with brick material to match the sidewalk material used on Harrison Street.

4.2 Design Guidelines

Development of the LAP Property will be subject to the Crescent Place Design Guidelines dated December, 2013 prepared by Lansdowne Development Group, including the building elevations included as an appendix to the Design Guidelines labeled "Appendix to Crescent Place Design Guidelines Elevations" dated September 2013 and revised through December 2013 prepared by Lessard. Staff shall review proposed construction on the LAP Property according to the Design Guidelines during the site plan application prior to the initial development of the LAP Property and prior to the issuance of each zoning permit for the initial construction of the buildings on the LAP Property. Once the initial construction of any building on the LAP Property has been completed, the design review board for the POA created pursuant to Proffer 7, below, will review any proposed changes to the exterior elevations of the buildings.

4.3 Energy Saving Design

All dwellings on the LAP Property shall be designed and constructed as ENERGY STAR 2.0 ® or Home Energy Rating System (HERS) qualified homes. With the submission of a zoning permit for each building, the Applicant shall provide certification that the construction documents have been reviewed by a qualified Home Energy Rater, and that the building meets ENERGY STAR 2.0 ® or HERS standards. Prior to the issuance of an occupancy permit, a "wet" ENERGY STAR 2.0 ® or HERS label must be verified at each dwelling unit's electrical panel and a copy of the Home Energy Rating report shall be provided by the Home Energy Rater. The Home Energy Rating report shall include the unit address, builder's name, Rater's name and date of verification.

4.4 Dumpster Pad

LAP shall install the dumpster pad for the commercial users in the location shown on Sheet 3 of the CP. The dumpster enclosure shall be subject to the Design Guidelines pursuant to proffer 4.2, above. In addition, the dumpster shall be designed to compact the refuse and minimize odors emanating from the dumpster. The dumpster enclosure shall include a sign limiting the hours trash and recycling pick-up may occur.

4.5 AT&T Property

The expansion of the building on the AT&T Property shall be consistent in design, scale, light fixtures and materials with the approved TLPF 2009-0008 for the latest addition to the existing building, which specifies the materials and colors for the following exterior building details: building siding materials,

louvers, shingles, gutters and downspouts, exterior lighting fixtures, window and door pediments, railings and fascia. The height of the proposed expansion shall be the same or lower than the existing building. The site plan submitted for the AT&T building expansion shall include landscaping as shown on Sheet 4 of the CP for the AT&T Property. Staff shall review proposed construction on the AT&T Property during the site plan application for the proposed building expansion for consistency with the building design shown on TLPF 2009-0008.

4.6 Entrance Gates Prohibited

In order to provide the ability for vehicular movement through the LAP Property, LAP agrees that gates shall not be erected at the two public street entrances to the LAP Property and that no barriers shall be erected within the LAP property, which would prevent vehicular movement through the LAP Property between the two public street entrances. Notwithstanding the foregoing, LAP is permitted to erect security fences and gates at the LAP Property entrances onto Harrison Street and/or Industrial Court during active construction of the LAP Property until the time of issuance of the first occupancy permit for the LAP Property.

4.7 Filtrerra Devices

If Filterra devices are used to satisfy BMP requirements and conflict with proposed street tree locations, alternate spacing of street trees to accommodate the Filterra device shall be provided prior to any determination that the required street trees cannot be provided. Understory trees, subject to the approval of the Zoning Administrator, shall be installed as the vegetative material with Filterra devices

5. **FIRE AND RESCUE SERVICES**

5.1 Residential Uses

Upon issuance of the Zoning Permit for each residential unit on the LAP Property, LAP shall provide the Town with a one-time cash contribution of \$100.00 per residential unit, for distribution to the fire and rescue companies providing primary service to the LAP Property. This contribution shall be divided equally between those fire and rescue companies that primarily serve the LAP Property. Such contributions shall escalate on an annual basis with a base year of 2013, in accord with the CPI.

5.2 Non-residential Uses

Upon issuance of each Zoning Permit for each non-residential use, LAP shall provide the Town with a one-time cash contribution of TEN CENTS (\$.10) per gross square foot of commercial use on the LAP Property, for distribution to the fire and rescue companies providing primary service to the LAP Property. This contribution shall be divided equally between the primary servicing fire and

rescue companies. Such contributions shall escalate on an annual basis with a base year of 2013, in accord with the CPI.

5.3 Cessation of Contribution

The obligation to provide this contribution shall cease at such time as the provision of fire and rescue services is no longer provided by predominantly volunteer organizations or at such time as either the Town of Leesburg or the County of Loudoun levies a tax payment on the LAP Property for these services.

5.4 Emergency Vehicle Access During Construction

The Applicant shall provide, no later than the framing stage of construction, all-weather, gravel-compacted access for emergency vehicles, acceptable to the Fire Marshal to all portions of the LAP Property under construction.

6. UTILITIES

6.1 Water System

LAP shall design and construct the water system such that it will provide a loop to this site with connections provided to the existing 10-inch water line located on the W&OD Trail property and continuing north along Depot Court to Harrison Street and south along Industrial Court to Catocin Circle, as illustrated on Sheet 7 of the CP.

6.2 Sanitary Sewer System

LAP shall design and construct the sanitary sewer system such that it will abandon the existing 15-inch sanitary sewer line traversing the LAP Property and relocating it as illustrated on Sheet 7 of the CP. The Applicant shall bear all expenses associated with relocating the existing 15-inch line with no interruptions in existing service occurring during the relocation.

7. PROPERTY OWNERS ASSOCIATION

7.1 Town Review

Documents to establish a Property Owners' Association (POA) for the LAP Property only, in which all property owners (both residential and non-residential) will be required to be a member, will be submitted to the Town for review and approval as to form and consistency with these proffers. The POA documents shall state that no provisions shall be amended by the POA which address any matters that are proffered or are otherwise required by this rezoning approval without prior approval by the Town.

7.2 Timing

The POA will be established prior to approval of the first Development Plan for the LAP Property.

7.3 Duties

The POA shall have, among its duties, snow removal, trash removal and the maintenance of all commonly owned facilities on the LAP Property including private roads and private access easements, private parking areas, private storm drainage, private common areas, including the POA-owned open space, trails, greens, recreational facilities, bicycle parking facilities and play areas. The POA also shall administer the design review board established pursuant to proffer 4.2, above and shall maintain the trail connections to the W&OD Trail pursuant to proffer 3.1.2.3, above.

7.4 Garage Conversions

The POA documents shall include a provision that will prohibit any garage space from being converted to any type of habitable and/or living space or be used principally for other than the storage of vehicles.

7.5 Private Parking Courts

The POA documents shall include a statement that the private parking courts cannot be accepted as public roads by the Town of Leesburg and will be the responsibility of the POA.

7.6 Private Yard Maintenance

The POA documents shall include a provision making the POA responsible for maintaining the yards and landscaping of all of the lots within the LAP Property, including the individually owned lots for the single family attached dwelling units. The POA shall monitor the building-mounted light fixtures on the rear of the dwelling units, which provide safety lighting for residential common parking court travel ways (alley ways), to ensure these light fixtures remain lit during nighttime hours and to ensure light bulbs are replaced in a timely fashion.

8. CAPITAL FACILITIES CONTRIBUTION

The LAP Owner shall provide, upon issuance of each occupancy permit for a dwelling unit, a one-time cash contribution in the amount of \$7,809 per each two-over-two-style multi-family dwelling unit, including the dwelling units located above the commercial uses and \$15,619 for each single-family-attached dwelling unit.

9. TOWN PARKING LOT IMPROVEMENTS

- 9.1 LAP shall construct the improvements to the Town-owned parking lot as depicted on Sheets 3 and 4 of the CP, subject to Town approval. These improvements will include the construction of a minimum of 83 parking spaces, improvements to the entrance, a ramp and stairs leading from the parking lot to buildings "A" and "B," a five-foot wide sidewalk from the LAP Property connecting to the sidewalk along Harrison Street and landscaping. These improvements will be bonded for construction prior to the issuance of the zoning permit for building "B" and constructed prior to the issuance of the first occupancy permit for building "B."
- 9.2 The POA can perform snow removal on the town parking lot, at its own discretion and expense, without reimbursement from the Town.

9.3 Bus Shelter on Town Lot

LAP shall install a bus shelter along Harrison Street on the Town-owned parcel at a location to be approved by the Town. This bus shelter will be bonded for construction with the plans for the improvements to the town parking lot prior to the issuance of the zoning permit for building "B" and installed prior to the issuance of the first occupancy permit for building "B."

10. NOISE ATTENUATION FOR AT&T BUILDING

- 10.1 LAP shall conduct a noise analysis of the AT&T Property to measure the existing noise levels, as set forth in Section 7.9.3 of the Zoning Ordinance, at the property line in existence once the parcel boundaries are adjusted between the LAP Property and the AT&T Property as shown on Sheet 3 of the CP. The noise analysis shall recommend measures that can be taken to reduce the noise levels to 55dBA for continuous noise and 60 dBA for impact noise at the AT&T property line. LAP shall install any recommended measures necessary to achieve these stated noise levels. The noise analysis shall be conducted and the report submitted to the Town prior to approval of the first subdivision or site plan in Phase I of the LAP Property, as shown on Sheet 3 of the CP. An engineer specializing in acoustical design and mitigation acceptable to the Town shall certify the proposed attenuation measures prior to issuance of the zoning permit application for Buildings C or I, The necessary measures, if any, needed to reduce noise levels shall be implemented and/or installed prior to the issuance of the first occupancy for any dwelling units in either Building C or Building I, as shown on Sheet 3 of the CP. The noise analysis shall be conducted by an engineer specializing in acoustical design and mitigation acceptable to the Town.
- 10.2 AT&T shall grant LAP permission to perform any such necessary measures as identified pursuant to Proffer 10.1, above, upon the AT&T property in existence once the parcel boundaries are adjusted between the LAP Property and the AT&T

Property as shown on Sheet 3 of the CP. Any additions to the AT&T building shall be designed such that the noise level generated from the building will not exceed 55 dBA for continuous noise and will not exceed 60 dBA for impact noise pursuant to Section 7.9.2 of the Zoning Ordinance, as measured at any point along the AT&T property boundary in existence once the property boundaries are adjusted between the LAP Property and the AT&T Property as shown on Sheet 3 of the CP. An acoustical engineer licensed in the Commonwealth of Virginia and acceptable to the Town shall perform and certify the required noise measurements for the building expansion.

- 10.3 Buildings C and I shall be constructed using materials, doors and windows with high noise attenuation characteristics to achieve interior noise levels of 45 dBA or less. An acoustical engineer licensed in the Commonwealth of Virginia and acceptable to the Town shall certify that the Buildings C and I have an interior noise level of 45dBA or less prior to issuance of the occupancy permit for each unit within Buildings C and I.

11. ASSIGNMENT OF PROFFER RESPONSIBILITY

AT&T Corp. has joined these proffers solely for the purpose of rezoning its 0.12 acre parcel from the Crescent Design (CD) zoning district to the Planned Residential Neighborhood (PRN) zoning district and to permit expansion of its existing 4,850 square foot facility with a 2,300 square foot footprint addition, following the execution of a boundary line adjustment with Leesburg Acquisition Partners LLC in accordance with the CP. As such, these proffers, with the exception of Proffers 1.1.2, 1.2.2, 4.5, 10.2, and this proffer 11 shall not be the obligation of AT&T Corp, and shall be the obligation of Leesburg Acquisition Partners LLC, which will be developing the features shown on the CP giving rise to these proffer commitments. Following approval of these proffers, the AT&T Property and the LAC Property shall exist independently of each other and shall be permitted to file and pursue independent land development applications, including without limitation, rezoning applications, without the necessity of obtaining the consent of the other property owner.

12. WAIVERS AND MODIFICATIONS

Approval of this application #TLZM-2012-0003 does not express or imply any waiver or modification of the requirements set forth in the Subdivision and Land Development Regulations, the Zoning Ordinance, or the Design and Construction Standards Manual, except as expressly approved in application #TLZM-2012-0003, and all final plats, development plans, and construction plans shall remain subject to these applicable Town regulations.

13. BINDING EFFECT

The undersigned LAP owner of record of the LAP Property and the undersigned AT&T owner of record of the AT&T Property do hereby voluntarily proffer the conditions stated

above, which conditions shall be binding on the Applicant, its successors and assigns shall have the effect specified in Section 15.2-2303, et seq. of the Code of Virginia (1950), as amended.

[SIGNATURES ON FOLLOWING PAGES]

Witness the following signatures and seals this day of _____, 2013.

Leesburg Acquisition Partners LLC
a Virginia limited Liability Company

By: _____

Name: Leonard S. Mitchel
Its: Managing Partner

State of _____
City/County of _____, to-wit:

I, Notary Public in and for the state and city/county aforesaid, do hereby certify that _____, whose name is signed to the foregoing instrument, personally appeared before me and has this day acknowledged that he executed the foregoing proffers with the full power and authority to do so.

Given under my hand this _____ day of _____, 2013

Notary Public

My Commission Expires:

Date

Witness the following signatures and seals this day of _____, 2013.

AT&T Corp.

a New York Corporation

By: _____

Name: Robert R. Ericksen

Its: Real Estate Manager

State of _____

City/County of _____, to-wit:

I, Notary Public in and for the state and city/county aforesaid, do hereby certify that _____, whose name is signed to the foregoing instrument, personally appeared before me and has this day acknowledged that he executed the foregoing proffers with the full power and authority to do so.

Given under my hand this ____ day of _____, 2013

Notary Public

My Commission Expires:

Date

EXHIBIT A

Crescent Place Rezoning Concept Plan and Proffer Amendment

Prepared by Bowman Consulting

Dated November 20, 2012 and Revised through December 2, 2013

PROFFER COMMENTS ON CRESCENT PLACE PROFFERS REVISED DECEMBER 2, 2013

Staff has the following comments on the latest set of revised proffers submitted for review.

1. **Incorrect date reference.** In Proffer 1.1.1 and 1.1.2, the Concept Plan date reference is incorrect. The date should be revised to read “November 5, 2012” instead of “November 20, 2012”.
2. **Incomplete sheet reference.** In Proffer 1.1.2, all of the sheets that pertain to the AT&T Property are not referenced. Therefore, the language “Sheets 1, 2, 3 and 4” should be revised to read “Sheets 1, 2, 3, 4, 11, 19 and 23”.
3. **Phasing language appears unnecessarily complicated.** In Proffer 1.3.1, the language states “LAP shall construct the site improvements in accordance with the Phasing Plan depicted on Sheet 13 of the CP” which is clear and concise regarding where the phase lines are. However, the proffer then contains language that lists certain items included in the phasing: “Each phase will construct the on-site private parking courts and residential common parking court (“RCPC”) improvements shown on Sheet 13 of the CP included within each phase boundary as well as the perimeter landscaping and either ornamental metal or opaque composite fences with stone retaining walls, if necessary, in the locations depicted on Sheet 4 of the CP. The private parking court improvements will include the construction of five-foot wide sidewalks and street trees on both sides of the RCPCs, where shown on Sheet 4 of the CP. The RCPC improvements also will include the on-street parking spaces.” This language seems to list certain improvements to be made in each phase but does not list everything shown within the phase lines. This does not appear to add anything to the proffer and adds confusion - if an item isn’t listed, is it not included in that phase? To simplify both understanding of the phasing and implementation at time of site plan review, staff recommends that the language beginning with “Each phase will . . .” be deleted from the proffer.
4. **Clarification Suggestions.** In Proffer 1.3.1, the following two recommendations to clarify intent:
 - a. **Construction.** The language “Construction of each phase’s improvements will be constructed prior to the issuance of . . .” should be revised to read “Construction of each phase’s improvements will be **completed** constructed prior to the issuance of . . .” if that is the intent.
 - b. **Bonding.** The fourth sentence in the paragraph states “Each phase’s improvements will be bonded for construction prior to . . .” Staff understands that the intent is to bond public improvements only. If that is the intent, then to avoid confusion the sentence should be revised to read “Each phase’s **public** improvements will be bonded for construction prior to . . .”
5. **Phasing language appears unnecessarily complicated.** In Proffer 1.3.2, the language beginning with “(ii) the walkway improvements along” through the end of the paragraph is similar to Proffer 1.3.1 above in that this language seems to list certain improvements to be made in each phase but does not list everything shown within the phase lines. This does not appear to add anything to the proffer and adds confusion. To simplify both understanding of the phasing and

implementation at time of site plan review, staff recommends that the language beginning with “(ii)” be deleted from the proffer.

6. **Phasing language appears unnecessarily complicated.** Similar to the issues with Proffer 1.3.2, most of the language does not add anything to what is shown on the Concept Plan and should be removed. However, the reference to the Design Guidelines does add something not otherwise shown on the Concept Plan and should be retained, so the language could be revised to read as follows: “The Phase 2 improvements will include the ~~open space/green landscaping and five-foot wide sidewalks connecting to the green in the locations depicted on Sheet 4 of the CP and~~ the landscaping illustrated on Page 22 of the Design Guidelines.”
7. **Phasing language appears unnecessarily complicated.** Proffer 1.3.4 for Phase 3, the language does not add anything to what is shown on the Concept Plan and should be removed to avoid confusion.
8. **Phasing does not specify when commercial units must be built.** Proffer 1.3.5 states the phases do not have to be built in sequence, but that Phase I must be begun first. Taken in conjunction with Proffer 1.3.1, the proffers allow Phase 1 (containing all of the commercial units) to begin “first in time followed by or concurrent with Phases 2 and 3”. In effect, this means that all three phases can be under construction at once, but it does not specify that any phase must be completed at any particular time. That is, there is no requirement that any of the commercial units be built before *all* of the residential units can be completed. Given the importance of the streetscape along Harrison Street, staff believes it is important to require construction of the live/work and other commercial space to create that sense of place the Crescent District intends before completion of Phases 2 and 3. Otherwise, there is no guarantee when the commercial spaces and units will be built on Harrison Street.
9. **Minor Change.** In Proffer 2.1, the last sentence should be revised to read “All sidewalks internal to the LAP Property shall be constructed of brick material. Planting areas for internal street trees shall be comprised of **enhanced/amended** planting media suitable for urban settings.”
10. **Clarification.** In Proffer 2.2.1.b.1, the first sentence should be revised by deleting the words “within the right of way” at the end of the sentence. This is to clarify that the asphalt trail is not intended to be within the right-of-way.
11. **Off-Site Asphalt Trail.** Proffer 2.2.1.b.2 provides several options for the applicant regarding the portion of the 6’ asphalt trail on the west side of Harrison Street on property not owned by applicant or the Town. The first option is for applicant to obtain necessary easements and then construct the trail. The second option, if applicant cannot obtain the easements, is to request the Town to use its condemnation power, and if the Town secures the easements, applicant will bear the cost of the condemnation and the trail. The third option, if the Town will not utilize its power of condemnation, is for the applicant to pay a fixed amount for construction of the trail and the cost of condemnation. This third option requires a reduced contribution from applicant as a consequence of the Town’s decision not to use its condemnation power. Staff has the following comment:

If the Town fails to use its eminent domain power, the proffer states “LAP shall work with the Town to determine a reasonable cost to construct the trail.” However, later in the same proffer,

the proffer actually sets a cost for what applicant will pay based on the "Bonding Unit Price List for New Harrison Street Development Cost Estimate" dated November 1, 2013 prepared by Bowman Consulting". In effect, the proffer states what applicant believes is the reasonable cost beyond which it will not contribute. Therefore, to clarify the intent of the proffer and to avoid confusion, staff recommends the following changes to the language:

If the Town does not adopt a resolution to pursue its powers of eminent domain within one-hundred-twenty (120) days of the receipt of the Trail Zoning Administrator Notification or does not acquire the necessary easements within twelve (12) months from the adoption of the resolution, then LAP shall contribute a cost to construct the trail based on the Bonding Unit Price List for New Harrison Street Development Cost Estimate" dated November 1, 2013 prepared by Bowman Consulting; any cost in excess shall be deducted from the cash contribution for off-site transportation improvements specified in proffer 2.2.2, below. ~~work with the Town to determine a reasonable cost to construct the Trail,~~ In addition, LAP shall contribute including a cost for condemnation of \$5,000, which amount shall be submitted to the Town and held specifically for the construction of the Trail in the future by others. This trail construction payment and the condemnation payment shall be made to the Town prior to the issuance of the 200th residential zoning permit for the LAP property.

~~Should the cost of the construction of the Trail or the cash equivalent contribution for the same exceed the amount set forth in the "Bonding Unit Price List for New Harrison Street Development Cost Estimate" dated November 1, 2013 prepared by Bowman Consulting, any cost in excess shall be deducted from the cash contribution for off-site transportation improvements specified in proffer 2.2.2, below.~~

12. **Harrison Street sidewalk – east side.** Proffer 2.2.1.c concerns the 12 and ½-foot sidewalk on the east side of Harrison Street. All other improvements on the east side of Harrison Street are dealt with in Proffer 2.2.1.a. Why is this a separate proffer? Also, there is no timing for completion of this sidewalk included in this proffer. Unless applicant can justify the need to separate out the sidewalk and adds a time for completion, staff recommends it be included in Proffer 2.2.1.a. in the first sentence after the words "curb and gutter" as follows: " ~~, twelve-and-a half foot wide brick sidewalk inclusive of the six-foot planting area,~~".
13. **Harrison Street trees and street lights – east side.** The information in Proffer 2.2.1.d appears to be covered in Proffer 2.2.1.a, so this proffer may be redundant and therefore unnecessary. Applicant should either delete this proffer or explain the reason for its inclusion here.
14. **Cash Contribution correction.** The figure in Proffer 2.2.2 for off-site transportation improvements contribution is given as \$210,898 at \$1,722 at the time of issuance of each zoning permit. However, 224 units x \$1,722 = \$385,728. The applicant should make necessary corrections.
15. **Town Parking Lot Phasing.** Proffer 9.1 appears to provide a different phasing time other than Proffer 1.3. This proffer specifically states that "These improvements will be bonded for construction prior to the issuance of the zoning permit for building "B" and constructed prior to the issuance of the first occupancy permit for building "B." This means that Buildings A, L, D and E may be completely constructed and occupied before the improvements must be made to the Town Lot. Staff believes the timing of these improvements should be required prior to issuance

of any occupancy permits for buildings A, B, L, D and E to insure adequate parking given the modification to the number normally required.

16. **Capital Facilities Proffer not specifically for schools.** Applicant proffers a capital facilities contribution based on the type of residential unit in the amounts specified in the School Capital Costs proffer policy adopted by the Town Council in 2005. Staff notes that applicant has not specifically earmarked this contribution for schools in accordance with the policy, but has left it open-ended for the Council to decide on how it could be used.
17. **Escalator Clause missing.** The proffered contributions have not been made subject to an escalator clause, contrary to Town practice in recent rezonings. An escalator clause ensures that the proffered amounts do not decrease in value over time should an applicant be delayed in constructing all or a portion of the project. Staff recommends an escalator clause be made applicable to all proffered contributions.
18. **Add subject titles.** A number of proffers actually address several different topics in multiple paragraphs. Staff recommends that applicant supply subject headings and subsections to make it easier to read, understand and apply the proffers. For example, Proffer 2.2.1.b.2 speaks to the Harrison Street west side south end improvements in one paragraph and the asphalt trail on the Ours property in another.