

**TOWN OF LEESBURG
NOTICE OF PUBLIC HEARING
TO CONSIDER REZONING APPLICATION TLZM 2014-0006
VILLAGE AT LEESBURG
A CONCEPT PLAN AND PROFFER AMENDMENT**

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, October 28, 2014 at 7:30 p.m.**, in the Town Council Chambers, 25 West Market Street, Leesburg, Virginia, 20176 to consider a concept plan and proffer amendment TLZM 2014-0006, amending TLZM 2010-0003, Village at Leesburg. The application is made on behalf of Rappaport Companies.

The Applicant is requesting approval of an amendment to the current Village at Leesburg Concept Plan and Proffers to remove a proffered limitation of 28,000 square feet for restaurant uses in Land Bay A. With the removal of the limitation, retail and restaurant uses will be permitted along Village Market Boulevard as depicted on the revised concept plan. No new building square footage is proposed.

The Property encompasses 57.85 acres, is depicted on the Rezoning Plan, and is identified by the following Loudoun County Property Identification Numbers (PIN) 149-28-0023 and 149-28-0225. The property is zoned B-4 (Mixed-Use Business) and PRC (Planned Residential Center) and identified as Regional Office on the *Town Plan's* Land Use Policy Map. The Town Plan recommends a maximum Floor Area Ratio (FAR) of 1.0 for non-residential uses and up to 25% of the property may be developed with residential uses at up to 24 dwelling units per acre. This application will retain the same densities approved with TLZM 2010-0003; a commercial FAR of 0.32 and a residential density of 6 dwelling units per acre.

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
10/16
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Date of Council Meeting: October 28, 2014

**TOWN OF LEESBURG
TOWN COUNCIL MEETING**

Subject: TLZM-2014-0006, Village at Leesburg, a rezoning application to amend existing Concept Plan and proffers to remove the 28,000 square foot limitation on restaurant uses in Land Bay A.

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

Council Action Requested: A decision by Council is to either grant or deny Applicant Rapport Companies request to revise the restaurant square footage limitations in Land Bay A of the Village of Leesburg.

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

Commission Recommendation: The Planning Commission recommends **approval** of the concept plan and proffer amendment.

Fiscal Impact: Approval of this application will be revenue positive. In addition to the Business Professional Occupational License (BPOL) taxes, the amendment has the potential to add additional revenues with meals taxes.

Executive Summary: The Applicant is requesting elimination of a proffer which limits restaurant uses in Land Bay A of the Village at Leesburg to 28,000 square feet. The revision will consolidate restaurant and retail uses in a single category with a single gross square footage limitation. No new building square footage is proposed with this application. Note that the applicant had placed the restaurant use limitation upon themselves – it was not requested by the Town.

Background: The Village at Leesburg was approved under the B-4 and PRC zoning districts with several defined land bays. Land Bay A, which is zoned B-4, and lies adjacent to Route 7, was originally approved in 2005 with a proffered limitation of 25,000 square feet of restaurant uses. When the Cobb Theater amendment was approved in 2009, the restaurant use limitation was increased to 28,000 square feet.

The requested amendment eliminates a self-imposed limitation in order to increase marketing opportunities for the mix of uses along the internal Village Market Boulevard. Specifically, if the commercial market would support more restaurant use at the Village of Leesburg, this amendment would allow flexibility to exchange empty retail space for restaurant uses without a limitation. Conversely, if the retail market becomes stronger, areas devoted to restaurant uses could be converted to retail uses. The amendment gives the applicant flexibility to respond to

the market in an effort to keep the Village at Leesburg prosperous with its commercial spaces filled while producing tax revenue for the public. The proposed amendment does not conflict with any applicable regulations or ordinances, or prior approvals. Staff finds that the rezoning application meets the approval criteria (TLZO Sec. 3.3.15) as discussed in the attached Planning Commission staff report.

The Planning Commission reviewed the application at their October 2, 2014 meeting. There were no members of the public who wished to provide public comment and the public hearing was closed. The Planning Commission asked clarifying questions regarding transportation analysis and notes on the concept plan. The Commission voted 6-0-1, with one commissioner absent, to recommend approval of the application in accordance with the following motion:

I move that Zoning Map Amendment TLZM-2014-0006, Village at Leesburg, be forwarded to the Town Council with a recommendation of approval for the reasons stated in this staff report, and on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have been satisfied and that the proposal would serve the public necessity, convenience, general welfare and good zoning practice.

Attachments:

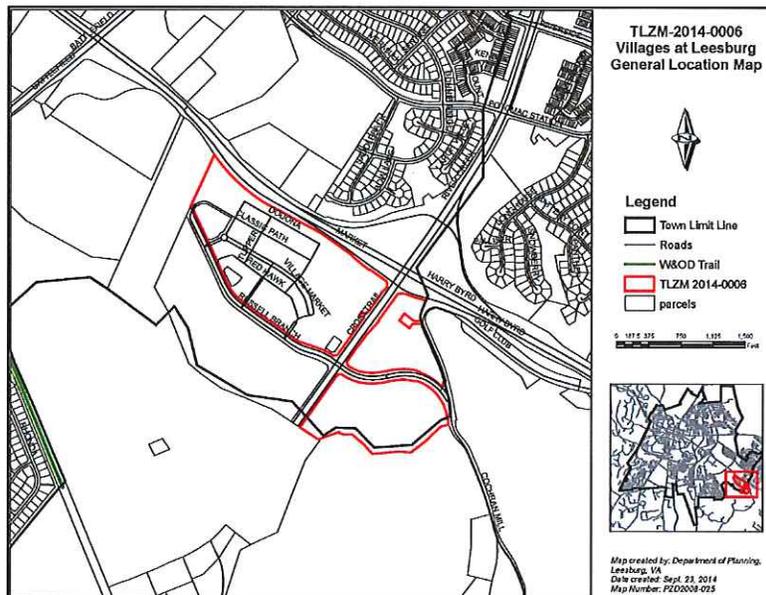
1. Planning Commission Staff Report dated October 2, 2014
2. Concept Plan dated May 2014
3. TLZM 2010-0003 approved proffers
4. Draft Proffer Statement dated July 7, 2014
5. Statement of Justification dated July 19, 2014
6. Excerpt from the Planning Commission's October 2nd meeting minutes
7. TLZM 2014-0006 Ordinance



Date of Meeting: October 2, 2014

**TOWN OF LEESBURG
PLANNING COMMISSION PUBLIC HEARING**

- Subject:** TLZM-2014-0006, Village at Leesburg
- Staff Contact:** Michael Watkins, Senior Planner 
- Applicant:** Emily Struck, Rapport Companies
8405 Greensboro Drive, McLean, VA 22102-5121
(571) 382-1236; estruck@rapportco.com
- Applicant's Representative:** Michael Banzhaf, Reed Smith LLP
3110 Fairview Park Drive, Falls Church, VA 22042
(703) 641-4319; mbanzhaf@reedsmith.com
- Proposal:** An application to amend the TLZM 2010-0003 Concept Plans and Proffers to revise limitations on restaurant square footage in Land Bay A of the Village at Leesburg.
- Planning Commission Critical Action Date:** **January 9, 2015**
- Recommendation:** Staff recommends approval of the Concept Plan and Proffer Amendment.
- Acceptance Date:** September 8, 2014
- Web Link:** A comprehensive listing of all application documents is found here:
<http://www.leesburgva.gov/index.aspx?page=2057>



Suggested Motions

Approval

I move that Zoning Map Amendment TLZM 2014-0006, Village at Leesburg, be forwarded to the Town Council with a recommendation of approval for the reasons stated in this staff report, and on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have been satisfied and that the proposal would serve the public necessity, convenience, general welfare and good zoning practice.

- Or -

Denial

I move that Zoning Map Amendment TLZM 2014-0006, Village at Leesburg, be forwarded to the Town Council with a recommendation of denial on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have not been satisfied due to the following reasons _____.

- Or -

Alternate Motion

I move that _____

I. Application Summary: The applicant is requesting to amend the Village at Leesburg’s Concept Plan and Proffers to:

- Revise the Land Bay A Land Use Calculations, on Sheet 3A of the Concept Plan, to eliminate the 28,000 square foot limitation for restaurant uses;
- Revise the Land Bay A Land Use Calculations’ gross square footage, on Sheet 3A of the Concept Plan for retail/restaurant uses to a maximum of 343,000 square;
- Revise the Village Center Land Use map legend on Sheet 3A to reflect the location of retail/restaurant uses in Land Bay A along Village Market Boulevard; and
- Revise the proffers to acknowledge the changes in uses and use areas in Land Bay A on Sheet 3A.

Table 1. Property Information			
Address:	NE Quad of Russell Branch Pkwy/ Crosstrail Blvd.	Zoning:	B-4, PRC
PIN #	149-28-0023, 149-28-0225 (001-023)	Planned Density:	1.0 FAR, 24 du/ac
Size:	57.85 acres	Planned Land Use:	Regional Office

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 October 2, 2014
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The existing development uses and densities are depicted in Figure 1, Existing Development Tabulations Table. The tabulations limit retail uses in Land Bay A to 315,000 square feet, with a 28,000 square foot limitation for restaurant uses in Land Bay A. To date, Land Bay A has approximately 19,900 square feet of restaurant use, which includes Bello Pranzo, BurgerFi, Cobb Theater, King Pinz and Finnegan’s Irish Pub.

DEVELOPMENT TABULATIONS TABLE													
Landbay	Landbay Size (Approx. Acreage without roads)	Proposed Zoning Designations	Proposed Land Uses		Residential Units (Max.)	Yards (Min., in Feet) -See Notes #1 & 3 in General -Note #2 for Landbay C -Note #5 for Landbay A			Bldg. Height (Max., in Feet)	Bldg Separation (Min.)	Lot Width (Min.)	Lot Depth (Min.)	Density DU/AC or FAR
			Type	Gross Sq. Ft.		Front	Side ²	Rear					
A	36.78	B-4 ¹¹	Retail ^{12, 13}	315,000	-	20	10	20	35	10	See Note #3	See Note #3	0.38 ¹⁵
			Office ¹⁶	155,000	-	20	10	20	60	10	See Note #3	See Note #3	See Above
			Residential (MF)	-	85	20	10	20	70 ⁶	10	See Note #3	See Note #3	See Above
			Restaurant	28,000	-	20	10	20	35	10	See Note #3	See Note #3	See Above
			Commercial Rec. Facility	45,000	-	20	10	20	50	10	See Note #3	See Note #3	See Above
			Theater (up to 1,900 seats) ¹⁴	62,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above
Hotel up to 200 rooms ^{12, 14}	130,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above			
B	21.07	PRC	Retail	138,600	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	0.21 ¹⁵
			Office	55,440	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	See Above
			Residential (MF)	-	See Note #8	12 ¹	5 ¹	2 ¹	55 ⁹	10	See Note #3	See Note #3	See Above
			Mixed Use - Residential (MF)	-	See Note #8	12 ¹	5 ¹	2 ¹	70 ⁴	10	See Note #3	See Note #3	See Above
C	37.54	PRC	Residential-Active Adult (MF)	-	258	15	10	15	45	35	185	132	7.99
			Residential-Active Adult (SFA)	-	42	18	8	20	35	-	24	90	See Above
Totals	95.39			799,040 ¹⁵	635								0.19 ¹⁵

Figure 1, TLZM 2010-0003 Existing Development Tabulations Table

The applicant is requesting that a greater allowance be provided to permit a greater diversity of uses in the vacant tenant spaces within Land Bay A. Figure 2 depicts the proposed development uses and densities. The revision combines the approved retail square footage (315,000) and restaurant square footage (28,000) into a single use category with a total square footage of 343,000 square feet. **No new building square footage is proposed with this application.**

DEVELOPMENT TABULATIONS TABLE													
Landbay	Landbay Size (Approx. Acreage without roads)	Proposed Zoning Designations	Proposed Land Uses		Residential Units (Max.)	Yards (Min., in Feet) -See Notes #1 & 3 in General -Note #2 for Landbay C -Note #5 for Landbay A			Bldg. Height (Max., in Feet)	Bldg Separation (Min.)	Lot Width (Min.)	Lot Depth (Min.)	Density DU/AC or FAR
			Type	Gross Sq. Ft.		Front	Side ²	Rear					
A	36.78	B-4 ¹¹	Retail/Restaurant ^{12, 13}	343,000	-	20	10	20	35	10	See Note #3	See Note #3	0.38 ¹⁵
			Office ¹⁶	155,000	-	20	10	20	60	10	See Note #3	See Note #3	See Above
			Residential (MF)	-	85	20	10	20	70 ⁶	10	See Note #3	See Note #3	See Above
			Commercial Rec. Facility	45,000	-	20	10	20	50	10	See Note #3	See Note #3	See Above
			Theater (up to 1,900 seats) ¹⁴	62,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above
			Hotel up to 200 rooms ^{12, 14}	130,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above
B	21.07	PRC	Retail/Restaurant	138,600	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	0.21 ¹⁵
			Office	55,440	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	See Above
			Residential (MF)	-	See Note #8	12 ¹	5 ¹	2 ¹	55 ⁹	10	See Note #3	See Note #3	See Above
			Mixed Use - Residential (MF)	-	See Note #8	12 ¹	5 ¹	2 ¹	70 ⁴	10	See Note #3	See Note #3	See Above
C	37.54	PRC	Residential-Active Adult (MF)	-	258	15	10	15	45	35	185	132	7.99
			Residential-Active Adult (SFA)	-	42	18	8	20	35	-	24	90	See Above
Totals	95.39			799,040 ¹⁵	635								0.19 ¹⁵

Figure 2, Proposed Development Table

Figures 3 and 4 depict the proffered use locations in Land Bays A and B. The TLZM 2010-0003 approved land use map, Figure 3, depicts restaurant uses co-located with the hotel, retail and theater uses at the western terminus of Village Market Boulevard. The proposed amendment removes the limitation and would permit retail/restaurant uses along the entire length of Village Market Boulevard.

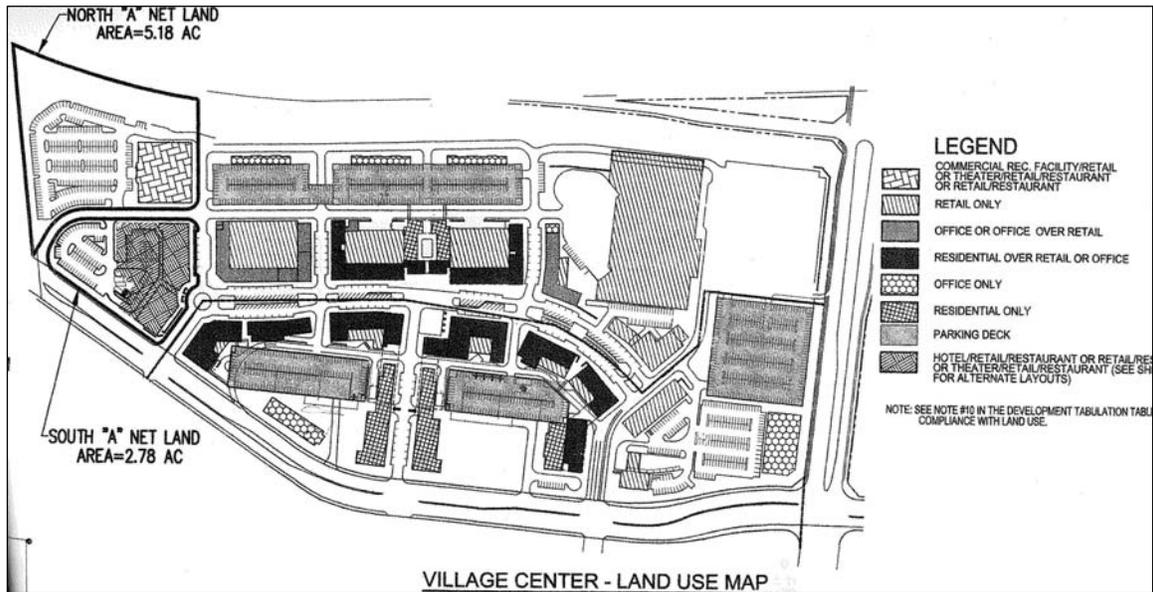


Figure 3, Approved Land Use Map

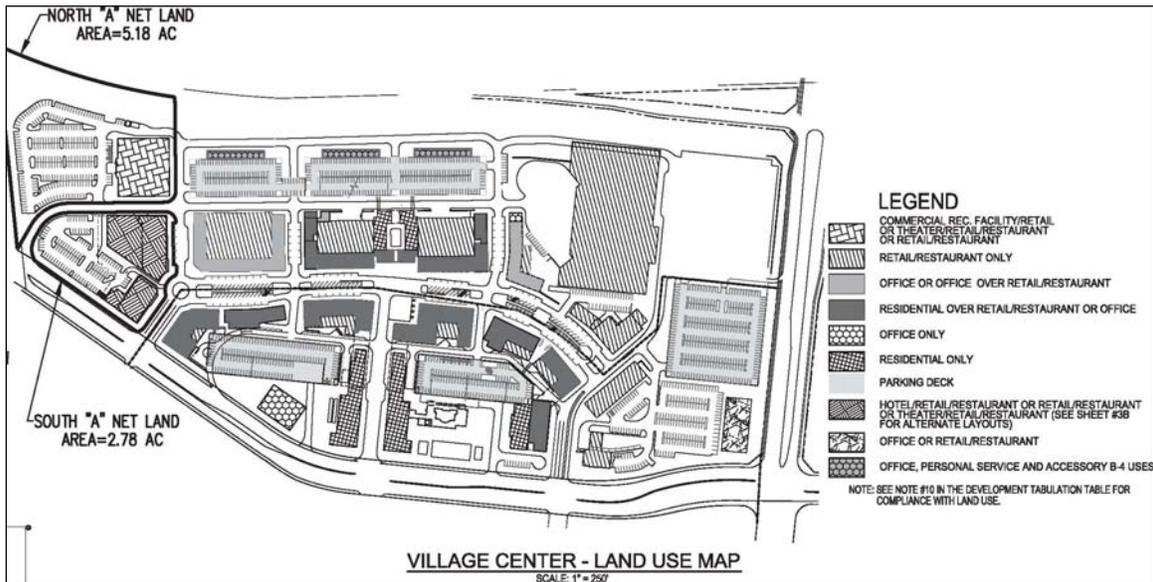


Figure 4, Proposed Land Use Map

Table 2. Summary of Proffered Cash Contributions

Applicant is proposing no new proffers. The existing proffers of TLZM -2010-0003 shall be retained except that revisions shall be made to the proffers to reference the amended Concept Plan.

II. Current Site Conditions: The subject area of this application is already developed. *No building expansion or new buildings are proposed with this application.*

III. Zoning History: The property was rezoned from I-1 Industrial/Research Park to PRC (Planned Residential Community) and B-4 (Mixed Use Business) districts on November 8, 2005 as part of rezoning application TLZM-2004-0005 Village at Leesburg. Figure 5 depicts the current zoning of the property.

Several amendments to the Village at Leesburg’s concept plan and proffers have been approved. In summary, the amendments generally included:

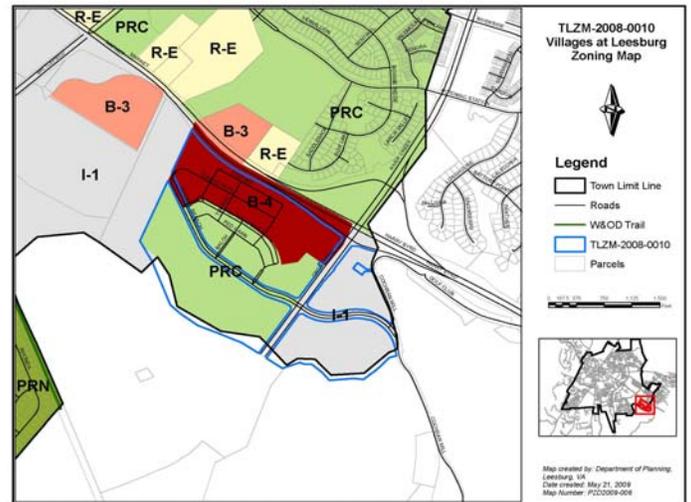


Figure 5, Zoning Map

- TLZM 2008-0003 – an amendment to revise and clarify details including height, setbacks, lot widths, and various notes, and to revise the Concept Plan regarding the location of an office building in Landbay B, and to delete several elevated pedestrian walkways to Parking Deck D and other buildings.
- TLZM 2008-0010 – an amendment to add development alternatives including a commercial recreation facility, theater and hotel.
- TLZM 2009-0008 – an amendment to increase the theater and restaurant use square footages, revise the layout, land use calculations, parking tabulations, development tabulations, and allow a parking reduction per TLZO Sec. 11.4.5.
- TLZM 2010-0003 – An amendment to change the uses and density in buildings Q and Z; and to allow accessory retail uses in Buildings CC, DD and EE.
- TLZM 2011-0002 – An amendment to revise the residential layout and density in Land Bay B; and to separate Land Bay B from the other Village at Leesburg Land Bay to create a unique concept plan and separate proffers. These proffers are unique to Land Bay C and remain as approved.

IV. Uses on Adjacent Properties nearest the Amended Areas:

Direction	Existing Zoning	Current Use	Town Plan Land Use Designation
North	B-3, PRC, and R-E	Holiday Inn (Carradock Hall), Old Stone House, and Potomac Station single –family detached dwellings	Low Density Residential and Major Institutional

South	PRC	Land Bay C, approved for age restricted residential dwelling	Regional Office
East	I-1	Land Bays D&E	Regional Office
West	I-1	Vacant	Regional Office

Table 3, Adjacent Land Uses

V. Staff Analysis

1. **Review Summary:** Due to the limited nature of the requested amendment, and after consultation with other departments, the application was not distributed for referral comments from other agencies.
2. **Town Plan Compliance:** The proposed amendment supports the optional uses and design for the Regional Office land that has been previously approved for the Village at Leesburg. The amendment will not be contrary to any of the goals and objectives of the various elements of the Town Plan. The amendment will further the intent of an active and vibrant mixed-use environment along Village Market Boulevard.
3. **B-4 Zoning Standards:** The amendment effects the land uses in Land Bay A which is zoned B-4. The intent of the B-4 District is included in TLZO Sec. 6.6.1,

The B-4, Mixed-Use District, is primarily intended to accommodate a range of uses, including office and residential uses that serve a regional trade area.

Additional standards are included in TLZO Sec. 6.6.4 to establish the character of the mixed-use environment. Staff notes that restaurant uses are not specifically addressed. In this instance, commercial uses include retail and restaurant uses. Therefore, Staff does not find the proposed amendment to be in conflict with the permitted uses and densities in the B-4 District.

4. **Traffic Analysis:** A traffic impact analysis (TIA) was waived with this application. The specific calculation of new vehicle trips will remain a variable as tenants and their uses in this mixed-use development will change over time. However, staff notes that prior mitigation measures for the Village at Leesburg development and regional transportation needs included: construction of the Crosstrail-Route 7 interchange and construction of the full road section for Russell Branch Parkway. Staff has concluded that these completed improvements are adequate to off-set any additional traffic due to the increase in restaurant use.
5. **Fiscal Impact:** The requested amendment will continue to enhance the revenue generating uses. In addition to the Business Professional Occupational License (BPOL) taxes, the amendment has the potential to add additional revenues with meals taxes.

6. **Proffers:** The amended proffers maintain all previously proffered cash contributions and substantial conformance with the concept plan. The amended proffers meet adopted Town proffer guidelines and policies.

VI. Rezoning Approval Criteria: Zoning Ordinance Section 3.3.15 establishes the following criteria for the Planning Commission and Town Council to use, in addition to other reasonable considerations, in making their decision regarding approval or disapproval of a zoning map amendment application. Listed below are the specific criteria with staff response.

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

Staff has determined that the eliminating the use restriction does not compromise the intended uses identified in the optional uses and design for the Regional Offices designation and that the requested amendments are consistent with the *Town Plan* land use policies.

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

There are no applicable binding agreements or inconsistent regional planning issues.

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

The proposed amendment is consistent with prior approvals. There are no significant changes to internal site access and circulation and no change is proposed to the site’s access points on Crosstrail Boulevard or Russell Branch Parkway.

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

The adjacent properties will not experience a negative impact. Necessary public improvements have been identified and are reflected on the Concept Plan and in the Proffers. The proposed development will meet required landscaping and storm water requirements to mitigate any potential adverse impacts.

- e. *“Provision of adequate public facilities.”*

Additional public infrastructure is not required to serve the site. All necessary water, sewer, and stormwater management facilities are in place.

VII. Findings for Approval

1. The rezoning application is in general conformance with the policies of the Town Plan; and

2. The approval criteria of TLZO Sec. 3.3.315 have been satisfied for TLZM 2014-0006; and
3. The proposal is consistent with prior amendments to the Village at Leesburg concept plan and proffers; and
4. The proposal would serve the public necessity, convenience, general welfare and good zoning practice.

VIII. Attachments

1. Village at Leesburg Concept Amendment, Sheets 1-9, as prepared by Urban Ltd, dated May 2014, and last revised September 9, 2014.
2. Applicant's Statement of Justification dated July 19, 2014
3. TLZM 2010-0003 Existing Proffers dated December 16, 2011
4. TLZM 2014-0006 Draft Proffer Statement dated July 7, 2014.
5. TLZM 2010-0003 Existing Development Tabulations Table
6. TLZM 2014-0006 Proposed Development Tabulations Table
7. TLZM 2010-0003 Existing Land Use Map
8. TLZM 2014-0006 Proposed Land Use Map

DEVELOPMENT TABULATIONS TABLE

Landbay	Landbay Size (Approx. Acreage without roads)	Proposed Zoning Designations	Proposed Land Uses		Residential Units (Max.)	Yards (Min., in Feet) -See Notes #1 & 3 in General -Note #2 for Landbay C -Note #5 for Landbay A			Bldg. Height (Max., in Feet)	Bldg Separation (Min.)	Lot Width (Min.)	Lot Depth (Min.)	Density DU/AC or FAR
			Type	Gross Sq. Ft		Front	Side ²	Rear					
A	36.78	B-4 ¹¹	Retail ^{12, 13}	315,000	-	20	10	20	35	10	See Note #3	See Note #3	0.38 ¹⁵
			Office ¹⁶	155,000	-	20	10	20	60	10	See Note #3	See Note #3	See Above
			Residential (MF)	-	85	20	10	20	70 ⁶	10	See Note #3	See Note #3	See Above
			Restaurant	28,000	-	20	10	20	35	10	See Note #3	See Note #3	See Above
			Commercial Rec. Facility	45,000	-	20	10	20	50	10	See Note #3	See Note #3	See Above
			Theater (up to 1,900 seats) ¹⁴	62,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above
			Hotel up to 200 rooms ^{12, 14}	130,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above
B	21.07	PRC	Retail	138,600	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	0.21 ¹⁵
			Office	55,440	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	See Above
			Residential (MF)	-	See Note #8	12 ¹	5 ¹	2 ¹	55 ⁹	10	See Note #3	See Note #3	See Above
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Totals	95.39			799,040 ¹⁵	635								0.19 ¹⁵

- Notes:
1. Minimum yards within the PRC district are measured from the base of the building to lot line and/or back of curb.
 2. Single-family attached side yard is indicated for "end units" of a building connected by a series of units, and 0' side yard for interior units.
 3. For purposes of measuring minimum lot width and depth, see table for "Site Requirements" on this sheet
 4. Residential and Non-residential uses within the PRC zoning district shall be in accordance with Zoning Ordinance 8.5.2.A.3. The height of these buildings includes commercial space located on the bottom floor(s), and the remainder is to be residential.
 5. The setbacks are to be measured from the primary structure and exclude architectural features and appurtenances (such as canopies) extending from building and accessory structures.
 6. Within the B-4 zoning district, the total height of that portion of building, which includes a residential use (residential is not to exceed more than 45' feet, measured from the top of proposed retail uses) total building height is to be measured in accordance with Section 18.1.72 of the Zoning Ordinance. In the event theater/retail/restaurant uses are developed on the South "A" sub-land bay, the height of any building in that sub-land bay shall be not less than 45 feet measured to the highest portions of a structure excluded from the maximum height limitations stated in section 10.4.6C. of the Town Zoning Ordinance in effect at the time of approval of TLZM 2008-0010.
 7. No buffer yards and plantings shall be provided except along Route 7, Crosstrail and Russell Branch Parkway.
 8. Total Residential units for Land Bay B (zoned PRC) will not exceed 250 units
 9. 4 story maximum
 10. All uses listed in the B-4 and PRC zoning districts as per the Town Zoning Ordinance may be developed on the Property in accordance with the Village Center - Land Use Map and Legend except lumber and/or building material sales with outdoor storage, mini warehouse, and warehouse. Uses listed under Zoning Ordinance Sections 8.5.2, 8.5.3 and 6.6.2 that require special exception approval shall continue to require special exception approval before they may be developed on the Property, unless such approach occurs concurrently with approval of ZM 2004-0005.
 11. Personal service uses may be developed in the B-4 zoned portion of the Property that is classified for retail uses on the Concept Development Plan.
 12. May develop hotel/retail within Landbay A as shown on Sheet #3 OR any B-4 uses shown in the table above as shown on Sheet #3B. NOTE: Proposed GSF increases to 848,400 GSF if Hotel use is proposed in lieu of Theater
 13. 315,000 GSF of retail use includes Wegmans Food Store.
 14. In lieu of the hotel use, the applicant may construct a theater use as shown on Sheet #3B or any B-4 use consistent with the development alternatives depicted on Sheet #3B, but the hotel/theater uses may not co-exist, as permitted with TLZM 2008-0010.
 15. Calculated based on preferred development scenario of a theater use, not a hotel use, in the "South A" land area as shown below.
 16. Office buildings facing East Market Street may include as accessory uses personal service establishments and/or other accessory B-4 uses. See proffers for additional information/limitations.

Attachment 5 - Existing Development Table

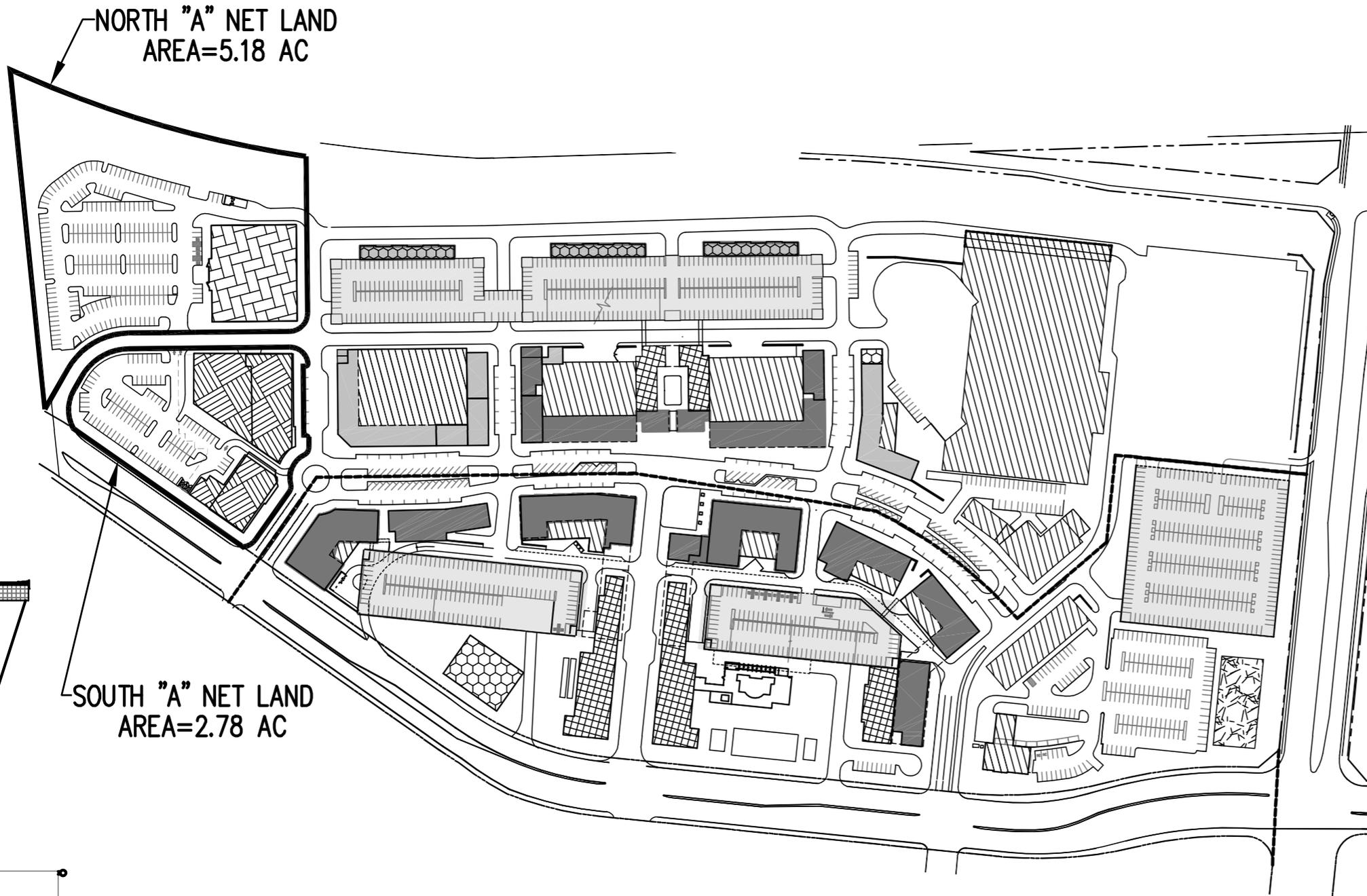
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			Office ¹⁶	155,000	-	20	10	20	60	10	See Note #3	See Note #3	See Above
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			Theater (up to 1,900 seats) ¹⁴	62,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above
			Hotel up to 200 rooms ^{12, 14}	130,000	-	20	10	20	70	10	See Note #3	See Note #3	See Above
B	21.07	PRC	Retail/Restaurant	138,600	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	0.21 ¹⁵
			Office	55,440	-	12 ¹	5 ¹	2 ¹	70	10	See Note #3	See Note #3	See Above
			Residential (MF)	-	See Note #8	12 ¹	5 ¹	2 ¹	55 ⁹	10	See Note #3	See Note #3	See Above
			Mixed Use - Residential (MF)	-	See Note #8	12 ¹	5 ¹	2 ¹	70 ⁴	10	See Note #3	See Note #3	See Above
C	37.54	PRC	Residential-Active Adult (MF)	-	258	15	10	15	45	35	185	132	7.99
			Residential-Active Adult (SFA)	-	42	18	8	20	35	-	24	90	See Above
Totals	95.39			799,040 ¹⁵	635								0.19 ¹⁵

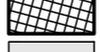
Notes:

1. Minimum yards within the PRC district are measured from the base of the building to lot line and/or back of curb.
2. Single-family attached side yard is indicated for "end units" of a building connected by a series of units, and 0' side yard for interior units.
3. For purposes of measuring minimum lot width and depth, see table for "Site Requirements" on this sheet
4. Residential and Non-residential uses within the PRC zoning district shall be in accordance with Zoning Ordinance 8.5.2.A.3. The height of these buildings includes commercial space located on the bottom floor(s), and the remainder is to be residential.
5. The setbacks are to be measured from the primary structure and exclude architectural features and appurtenances (such as canopies) extending from building and accessory structures.
6. Within the B-4 zoning district, the total height of that portion of building, which includes a residential use (residential is not to exceed more than 45' feet, measured from the top of proposed retail uses) total building height is to be measured accordance with Section 18.1.72 of the Zoning Ordinance. In the event theater/retail/restaurant uses are developed on the South "A" sub-land bay, the height of any building in that sub-land bay shall be not less than 45 feet measured to the highest portions of a structure excluded from the maximum height limitations stated in section 10.4.6C. of the Town Zoning Ordinance in effect at the time of approval of TLZM 2008-0010.
7. No buffer yards and plantings shall be provided except along Route 7, Crosstrail and Russell Branch Parkway.
8. Total Residential units for Land Bay B (zoned PRC) will not exceed 250 units
9. 4 story maximum
10. All uses listed in the B-4 and PRC zoning districts as per the Town Zoning Ordinance may be developed on the Property in accordance with the Village Center - Land Use Map and Legend except lumber and/or building material sales with outdoor storage, mini warehouse, and warehouse. Uses listed under Zoning Ordinance Sections 8.5.2, 8.5.3 and 6.6.2 that require special exception approval shall continue to require special exception approval before they may be developed on the Property, unless such approach occurs concurrently with approval of ZM 2004-0005.
11. Personal service uses may be developed in the B-4 zoned portion of the Property that is classified for retail uses on the Concept Development Plan.
12. May develop hotel/retail within Landbay A as shown on Sheet #3 OR any B-4 uses shown in the table above as shown on Sheet #3B. NOTE: Proposed GSF increases to 848,400 GSF if Hotel use is proposed in lieu of Theater
13. 343,000 GSF of retail use includes Wegmans Food Store.
14. In lieu of the hotel use, the applicant may construct a theater use as shown on Sheet #3B or any B-4 use consistent with the development alternatives depicted on Sheet #3B, but the hotel/theater uses may not co-exist, as permitted with TLZM 2008-0010.
15. Calculated based on preferred development scenario of a theater use, not a hotel use, in the "South A" land area as shown below.
16. Office buildings facing East Market Street may include as accessory uses personal service establishments and/or other accessory B-4 uses. See proffers for additional information/limitations.

Attachment 6 - Proposed Development Table



LEGEND

-  COMMERCIAL REC. FACILITY/RETAIL OR THEATER/RETAIL/RESTAURANT OR RETAIL/RESTAURANT
-  RETAIL ONLY
-  OFFICE OR OFFICE OVER RETAIL
-  RESIDENTIAL OVER RETAIL OR OFFICE
-  OFFICE ONLY
-  RESIDENTIAL ONLY
-  PARKING DECK
-  HOTEL/RETAIL/RESTAURANT OR RETAIL/RESTAURANT OR THEATER/RETAIL/RESTAURANT (SEE SHEET #3B FOR ALTERNATE LAYOUTS)
-  OFFICE OR RETAIL/RESTAURANT
-  OFFICE, PERSONAL SERVICE AND ACCESSORY B-4 USE

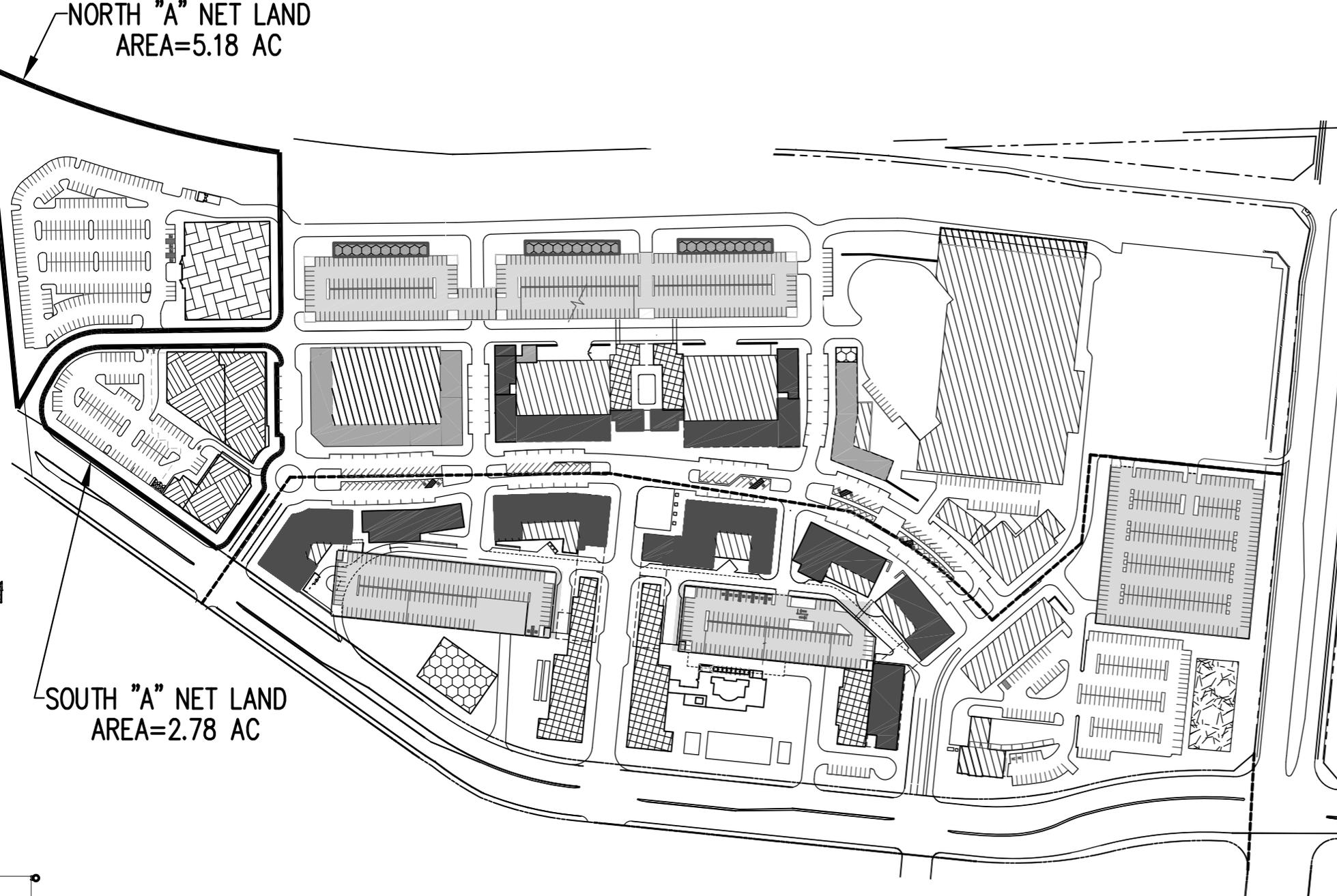
NOTE: SEE NOTE #10 IN THE DEVELOPMENT TABULATION TABLE FOR COMPLIANCE WITH LAND USE.

VILLAGE CENTER - LAND USE MAP

SCALE: 1" = 250'

NORTH "A" NET LAND
AREA=5.18 AC

SOUTH "A" NET LAND
AREA=2.78 AC



LEGEND

-  COMMERCIAL REC. FACILITY/RETAIL OR THEATER/RETAIL/RESTAURANT OR RETAIL/RESTAURANT
-  RETAIL/RESTAURANT ONLY
-  OFFICE OR OFFICE OVER RETAIL/RESTAURANT
-  RESIDENTIAL OVER RETAIL/RESTAURANT OR OFFICE
-  OFFICE ONLY
-  RESIDENTIAL ONLY
-  PARKING DECK
-  HOTEL/RETAIL/RESTAURANT OR RETAIL/RESTAURANT OR THEATER/RETAIL/RESTAURANT (SEE SHEET #3B FOR ALTERNATE LAYOUTS)
-  OFFICE OR RETAIL/RESTAURANT
-  OFFICE, PERSONAL SERVICE AND ACCESSORY B-4 USES

NOTE: SEE NOTE #10 IN THE DEVELOPMENT TABULATION TABLE FOR COMPLIANCE WITH LAND USE.

VILLAGE CENTER - LAND USE MAP

SCALE: 1" = 250'

The Town of
**Leesburg,
Virginia**

PRESENTED: January 10, 2012

ORDINANCE NO. 2012-O-001

ADOPTED: January 10, 2012

AN ORDINANCE: APPROVING CONCEPT PLAN AND PROFFER AMENDMENT TLZM 2010-0003, VILLAGE AT LEESBURG, AMENDING TLZM-2009-0008 TO ALLOW AN INCREASE IN DENSITY FOR OFFICE AND RETAIL USES WITHIN LANDBAYS A AND B, TO REVISE THE LAYOUT OF BUILDINGS Q AND X, PERMIT ACCESSORY RETAIL USES WITHIN BUILDINGS CC, DD, AND EE, AND TO REVISE CERTAIN PROFFERS OF THE VILLAGE AT LEESBURG, LOCATED AT CROSSTRAIL BOULEVARD AND RUSSELL BRANCH PARKWAY.

WHEREAS, application has been filed by Carlyle/Cypress Leesburg I, LLC and Springfield East, LC for a concept plan and proffer amendment to #TLZM-2008-0010 for Village at Leesburg, within Landbay B; and

WHEREAS, a duly advertised Planning Commission public hearing was held on November 17, 2011; and

WHEREAS, at their regular meeting of November 17, 2011 the Planning Commission recommended conditional approval of this application to the Town Council; and

WHEREAS, the Town Council held a duly advertised public hearing on this application on December 13, 2011; and

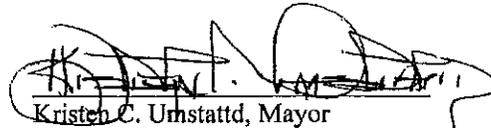
WHEREAS, the Council has determined that the Town policy regarding school capital facilities contributions has been satisfied by the construction of off site regional road improvements that exceed the contribution recommended by the Town Plan and which benefit the Town and Loudoun County; and

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

A RESOLUTION: APPROVING CONCEPT PLAN AND PROFFER AMENDMENT TLZM 2010-0003, VILLAGE AT LEESBURG, AMENDING TLZM-2009-0008 TO ALLOW AN INCREASE IN DENSITY FOR OFFICE AND RETAIL USES WITHIN LANDBAYS A AND B, TO REVISE THE LAYOUT OF BUILDINGS Q AND X, PERMIT ACCESSORY RETAIL USES WITHIN BUILDINGS CC, DD, AND EE, AND TO REVISE CERTAIN PROFFERS OF THE VILLAGE AT LEESBURG, LOCATED AT CROSSTRAIL BOULEVARD AND RUSSELL BRANCH PARKWAY.

THEREFORE, RESOLVED by the Council of the Town of Leesburg in Virginia hereby approves Concept Plan and Proffer Amendment TLZM-2010-0003, Village at Leesburg, subject to the proffers last dated December 16, 2011.

PASSED this 10th day of January, 2012.


Kristen C. Umstattd, Mayor
Town of Leesburg

ATTEST:


Clerk of Council

PROFFER STATEMENT

Rezoning # TLZM 2010-0003, Village at Leesburg
Record Owner: Carlyle/Cypress Leesburg I, LLC and Springfield East, LC
Property: MCPI #'s 149-17-4430; 149-28-0023;
150-49-0155; 149-19-2655
150.1 acres

Date: December 16, 2011

Pursuant to Section 15.2 -2303 of the Code of Virginia, as amended and Section 3.3.16 of the Zoning Ordinance of the Town of Leesburg, (hereinafter the "**Town**"), the undersigned, Carlyle/Cypress Leesburg I, LLC, and Springfield East, LC (hereinafter collectively called the "**Applicant**"), are the owners of 150.1 acres of real property of which 64.17 acres of real property is zoned Planned Residential Community ("PRC"), 38.84 acres of real property zoned Mixed Use Business District (B-4) and 47.11 acres of real property is zoned Industrial/Research Park District/I-1) that is described as Loudoun County MCPI Numbers: 149-17-4430; 149-28-0023; 150-49-0155; 149-19-2655 (hereinafter collectively called the "**Property**"), which is more particularly described on Sheet 1 of the Concept Plan described below. Applicant hereby proffers on behalf of itself and its successors and assigns, that if the Leesburg Town Council approves TLZM 2010-0003, the Property shall be developed and used consistent with the following terms and conditions herein. Said terms and conditions herein supersede any prior proffers that have been offered for any portion of the Property, including any proffers associated with Rezoning Application TLZM 2004-0005 approved November 8, 2005, Rezoning Application TLZM 2008-0003 approved September 9, 2008, Rezoning Application TLZM 2008-0010 approved on June 9, 2009, and Rezoning Application TLZM 2009-0008 approved on April 13, 2010.

PROFFERS

I. SUBSTANTIAL CONFORMANCE WITH CONCEPT PLAN, USE, AND DEVELOPMENT

A. I-1 Industrial/Research Park District. The portion of the Property to be retained in the I-1 District will be limited to non-residential uses that are designed to substantially conform with the character and quality of the uses developed on the balance of the Property. Only the following uses listed in the I-1 District as permitted or special exception uses may be developed within the I-1 zoned portion of the Property: office; research and development; eating establishment without drive-in facility; hotel/motel; conference center; child care center; parking structure, private; park, public; fire and/or rescue facility; and school, technical. Any of the above-listed uses that require prior special exception approval may only be developed after obtaining special exception approval by Town Council.

B. Substantial Conformance. Development of the Property will be in substantial conformance with Sheets 1, 3, 3A, 3B, 3C, 4, 5, 6, 6A, 7, 7A and 8D of the Concept Plan prepared by Urban, dated December 2010, as revised through October 19, 2011 (hereafter referred to as "**Concept Plan**"), which is attached hereto and made a part hereof as Exhibit A. Reasonable allowances shall be made for engineering and design alteration to meet Town Subdivision and Land Development Regulations, Town Zoning Ordinance Regulations and the Town Design and Construction Standards Manual

PROFFER STATEMENT

Village at Leesburg

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("DCSM") requirements (collectively the "Town Development Regulations"). All uses listed in the B-4 and PRC zoning districts as per the Town Zoning Ordinance may be developed on the Property except lumber and/or building material sales with outdoor storage, mini-warehouse, and warehouse. Any by-right or special exception use that may be added to the use list set forth in Section 6.6.2 of the Zoning Ordinance as the result of a text amendment approved by Town Council pursuant to Section 3.2.1 of the Zoning Ordinance may be developed on the B-4 zoned portion of the Property. Consistent with the Legend and Development Tabulations Table on Sheet 3A of the Concept Plan the following accessory uses set forth in Section 6.6.2 of the Zoning Ordinance may be developed within the offices constructed between East Market Street and Parking Garage D: bank, without drive-in facility; emergency care facility; mailing services; printing and/or publication (copy center); special instruction school (after special exception approval); and the following personal services uses: bicycle repair store; caterer; dry-cleaning and/or laundry pickup station; locksmith shop; musical instrument repair shop; photographer's studio; photostat shop; travel agency; and watch repair shop. Personal services in such offices shall not include nail salons. Uses listed under Zoning Ordinance Sections 8.5.2, 8.5.3 and 6.6.2 that require special exception approval shall continue to require special exception approval before they may be developed on the Property, unless such approvals occur or have occurred concurrently with approval of TLZM 2004-0005, TLZM 2008-0003, TLZM 2008-0010, TLZM 2009-0008, and TLZM 2010-0003. The Concept Plan layouts for special exception uses developed on the Property such as a hotel and theater shall be determined at the time of Town Council approval of such uses. Development of the Property shall comply with the Town Development Regulations. All private streets and parking courts constructed on the Property shall comply with Town Development Regulations. The horizontal and vertical geometrics of streets and private parking courts constructed on the Property must accommodate an AASHTO 'SU' design vehicle. All public and private roads and streets constructed on the Property shall be inspected and authorized for opening by the Town or VDOT depending upon which jurisdiction assumes authority for maintenance.

C. Construction and Location of Concept Plan Elements. The following guidelines will guide development of the Property:

1. Subject to I.B. and C.2. herein, ground floor retail space within buildings located in Landbays A and B as depicted in the Concept Plan will be sized as follows: (a) on the north side of the Main Street the maximum size of a single tenant will be 35,000 square feet on the ground floor or 60,000 square feet, if a second story is included, and (b) on the south side of Main Street the maximum size of a single tenant will not exceed 10,000 square feet or 20,000 square feet if a second story is utilized. In Land Bay A as illustrated on Sheet 3A of the Concept Plan, with the exception of a hotel or theater and the commercial recreation and/or retail uses located north of such uses in Land Bay A as illustrated on Sheet 3A of the Concept Plan, there shall be no freestanding retail ground floor single tenant retail use in excess of 20,000 gross square feet. The location of all buildings in Landbays A and B, whether they are single use or have retail uses located on the ground floor and residential, hotel, theater, or office uses on upper floors, and the type of these uses located within each of these same buildings, shall be in substantial conformance with Concept Plan Sheet 3A Land Use Map, allowing for vertical integration within a single footprint of the following use mixes: retail only, office only or office over retail, hotel or theater over retail and/or restaurant, residential over office or retail, residential only, and parking deck. The height of buildings constructed on the Property shall not exceed the limits set forth on the Development Tabulations Table on Sheet 3A of the Concept Plan.

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The Village Center Land Use Map and Legend depicted on Sheet 3A of the Concept Plan will govern the location of retail, office, residential, parking, theater, and hotel uses with the exception of that certain structure located at the northwest corner of Russell Branch Parkway and the first entrance to the Village Center, which shall be developed with first floor office or retail uses and upper floor residential uses. Building X depicted on Sheet 3A of the Concept Plan will be constructed to include at least 55,440 gross square feet of office uses.

2. One freestanding retail structure that shall not exceed 140,000 square feet may be developed on the Property in Landbay A in the location indicated on the Concept Plan. The Applicant agrees to limit the use of the 140,000 square foot structure to Wegmans which shall be constructed consistent with the following criteria for the Crosstrail Boulevard and East Market Street building frontage:

- a. Distinct architectural elements along Crosstrail Boulevard and East Market Street building frontage to divide the mass and scale of the building and provide compatible styles, but varied facades, setbacks and building fronts within the overall elevation of the building;
- b. A variety of high quality architectural materials in the architectural elevations consisting of brick, stone, and other masonry;
- c. A variety of rooflines and architectural grade roof materials and pitches, as well as cornices, quoins, and other details, as appropriate, to enhance the distinct architectural facades and provide interest and appeal;
- d. Appropriate fenestration, shuttered window openings and/or trim to animate the elevations and complete the village streetscape along Crosstrail and East Market Street; and
- e. One or more appropriate steeple or similar type vertical elements to accent and provide further variety to the overall roofline and elevation.

The purpose of the design elements is to eliminate the impression of a single large structure and provide a signature of quality for the project and the Town that is consistent with the character of the Town of Leesburg. The final building elevations will be reviewed within these guidelines in connection with H-2 Overlay District review and approval procedures.

D. Community Design.

1. **Village Center Main Street and Connecting Private Streets, Dodona Terrace and Classic Path Way.** The following design elements will be observed in the development of Land Bays A and B as shown on Sheet 3A:

- a. Street trees will be planted along the Main Street that bisects Land Bays A and B, adjacent to the parallel parking, spaced an average of 40 feet on center.

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Village at Leesburg
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Street trees will be planted along the private street that bisects North "A" Land Bay and South "A" Land Bay (known as "Classic Path Way") and along the private street that bisects North "A" Land Bay and the adjacent parking deck (known as "Dodona Terrace") in the approximate locations shown on Sheet 7 of the Concept Plan. The plantings per street section shall substantially conform to the requirements stated on Sheet 7 of the Concept Plan.

- b. Sidewalks along Main Street, and along both sides of Classic Path Way from its intersection with Dodona Terrace to the westernmost pedestrian entrance of any structure developed on North "A" Land Bay will have a minimum width of 12 feet between the face of storefront and back of curb (to include the street tree zone).
- c. The sidewalks and pedestrian crosswalks along Main Street and the portions of Dodona Terrace and Classic Path Way described in Proffer I.D.1.b. will incorporate masonry pavers, scored concrete and/or other similar paving materials to establish pedestrian zones and create visual interest. Similar materials may be used in a portion of the Main Street, north and/or west of the central park. The portion of the sidewalk illustrated as the "proposed outdoor seating areas" on Sheet 3A of the Concept Plan will incorporate masonry pavers, scored concrete and/or other similar paving materials to establish outdoor seating areas separate from the sidewalk areas. The outdoor seating areas for the restaurant uses illustrated on Sheet 3A of the Concept Plan shall be physically separated from the sidewalk areas during the time of the year such areas are used for outdoor seating to separate restaurant functions from pedestrian access.
- d. The median of the Main Street will be landscaped with lawn, ornamental trees and flower beds, and include pedestrian crosswalks at designated locations.
- e. The Plaza on the south side of Main Street will include a fountain or similar dynamic water feature that will animate the park through the permissible weather season. This Plaza will incorporate scored concrete, masonry pavers and/or other similar landscape materials, shade trees, seating areas, lighting, benches and trash receptacles. This Plaza may include ornamental trees, lawn, potted plants and bollards in the final design.
- f. An architectural feature such as an obelisk, clock tower or other feature similar in character may be located within or in the vicinity of the central Plaza.
- g. The Plaza on the north side of the Main Street will incorporate scored concrete masonry pavers and/or other similar landscape materials, shade trees, seating areas and lighting and may also include ornamental trees, potted plants and bollards, as appropriate.

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2. **Main Street and Classic Path Way Uses and Character.** The Concept Plan illustrates the relationship of the Main Street and Classic Path Way retail (or office) to the residential or office uses above, the location of buildings in relation to abutting private streets, the location of the service road(s), the parking garage(s) and access to the second and third story residential (or office). The following specific elements illustrated on the Concept Plan are proffered:

- a. The primary façade materials for all buildings built on Land Bays A and B as shown on Sheet 3A of the Concept Plan shall include any one or a combination of the following materials: brick, masonry, synthetic stucco, cementitious horizontal plank, cultured stone, architectural concrete, glass and ornamental metal.
- b. The retail and office storefronts at street level will include the following features: shop or office entry doors, storefront windows, identification signage, awnings and canopies. The awnings and/or canopies will conform to the standards and criteria stated in the H-2 Corridor Design Guidelines as referenced in Section 7.6.7 of the Town Zoning Ordinance.
- c. Street facing facades of street level retail uses shall be a maximum of 40% glass. Street facing facades of office uses located above retail uses shall be a minimum of 25% glass. Facades of all single use stand-alone office buildings shall be a minimum of 50% glass.
- d. The maximum length of blank wall between windows and/or storefronts facing the Main Street and Classic Path Way will be 50 feet.
- e. Above the one story retail storefronts at street-level will be two or three levels of residential units or office space as illustrated on Sheet 3A of the Concept Plan.
- f. Roof materials shall be asphalt shingle, slate, wood or metal.
- g. Vinyl shall not be used on any exterior walls visible from streets.
- h. Loading for the retail and office uses will be provided at the rear of the retail buildings, accessed from the service road located between the parking garage(s) and the retail buildings.
- i. Access to the residential units above the street-level retail (or office) will be provided in the locations shown on the Concept Plan via an elevated pedestrian bridge connecting the adjacent parking deck to an entry vestibule or corridor within the residential building. Access to additional levels of residential uses will be via internal stairs and/or elevator, as appropriate. Additional at-grade entrances to the residential units may be added, as appropriate. Additional access to residential and nonresidential uses from an adjacent parking deck may be provided via an elevated pedestrian bridge in other locations on the Property

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which will be indicated at the time of site plan approval for portions of the Property developed with such other residential and nonresidential structures.

- j. The form and location of any structure constructed along Classic Path Way shall be oriented towards Classic Path Way in a manner that substantially conforms with the orientation of structures constructed along Main Street.
- k. The vehicular entrance from Classic Path Way to North "A" Land Bay as shown on Sheet 3A of the Concept Plan may be shifted, but at least two vehicular entrances shall be provided to North "A" Land Bay.
- l. The freestanding dumpster enclosure illustrated on North "A" Land Bay as shown on Sheet 3A of the Concept Plan shall be sufficiently large to accommodate refuse and recyclable material generated by any use developed on the North "A" Land Bay.
- m. With the exception of the commercial recreation use described above in Proffer I.C.1., the by-right uses developed within North "A" Land Bay as shown on Sheet 3A of the Concept Plan shall be located to frame Classic Path Way and Dodona Terrace in accordance with the following guidelines:
 - (i) A minimum setback of the twelve feet where a building fronts a private street shall be provided to accommodate the established streetscape pattern;
 - (ii) The maximum setback for buildings located adjacent to Classic Path Way or Dodona Terrace shall be no more than 25 feet.
 - (iii) Any front elevation shall be a primary façade in accordance with the Village Center Design Guidelines. Any exterior wall facing Dodona Terrace and Classic Path Way should be at a minimum a primary façade in accordance with those guidelines. Any exterior wall elevation facing Route 7 shall be at a minimum a type 2 primary façade in accordance with those guidelines.
 - (iv) A building shall be located adjacent to the intersection of Classic Path Way and Dodona Terrace consistent with the setbacks described above and shall be constructed at a scale that is consistent with structures located across Dodona Terrace and Classic Path Way from the North "A" Land Bay.
 - (v) A strip-center style of building layout, locating the building(s) along the western and northern boundary of the development area is prohibited.
 - (vi) Maximum building facades without interruptions shall be no longer than two hundred feet;
 - (vii) Multiple buildings are permitted and should relate to one another.

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- n. The site plan for North "A" Land Bay shall incorporate vehicle circulation elements that include access from Dodona Terrace and Classic Path Way and shall encourage on-street parking opportunities along Classic Path Way east of the site entrance shown on Concept Plan Sheet 3A.
- o. In the event more than one building is constructed in North "A" Land Bay, pedestrian linkages between buildings shall be provided that incorporate a concrete surface, a separation from parking and loading spaces that will be at least six feet, and a landscaping element that compliments a pedestrian environment.
- p. Parking spaces are encouraged within the North "A" Land Bay along Classic Path Way east of the site entrance shown on Concept Plan Sheet 3A and along Dodona Terrace. Any parking spaces located in the above-described portion of North "A" Land Bay shall be buffered by at least a six foot wide landscaped area that shall include trees and shrubs. Parking areas within North "A" Land Bay shall accommodate no more than twenty contiguous spaces and shall be separated by islands suitable for planting trees. Best efforts shall be made to designate a single loading space area to serve the North "A" Land Bay as shown on Sheet 3A of the Concept Plan.
- q. Unless integrated within the structural design of a building, dumpster enclosures shall not be constructed adjacent to Classic Path Way or Dodona Terrace. All dumpster enclosures constructed within North "A" Land Bay shall utilize masonry construction, shall be no less than six feet tall, and shall be buffered with landscaping along any external wall.

3. **Building Heights.** Building heights on the Property will be as shown on the Development Tabulations Table on Sheet 3A of the Concept Plan. Notwithstanding the building heights shown on the Development Tabulations Table on Sheet 3A of the Concept Plan for the retail uses in Land Bay B, the height limit for the retail uses in Land Bay B will not exceed 45 feet. The height limit for the townhouse office buildings along the northern façade of Parking Deck D described below in Paragraph I.D.5.a. will not exceed thirty-five (35) feet.

4. **Pedestrian Crossing of Russell Branch Parkway.** The following specific design elements illustrated on the Concept Plan are proffered by the Applicant:

- a. The first and second intersections west of Russell Branch Parkway and Crosstrail Boulevard will be signalized for vehicles and will incorporate a pedestrian count down system to assist pedestrian crossings between Land Bays B and C.
- b. The Applicant will highlight the pedestrian crossing zone at these locations through the use of painted stamped asphalt or Duratherm within the designated crosswalk areas.

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- c. The portion of Russell Branch Parkway from Crosstrail Boulevard to the most western median break will be designed and constructed with a six (6) foot wide landscaped median that will incorporate pedestrian crossing areas at intersections to provide pedestrian crossing safety zones in coordination with the final location of the crosswalks.

5. **Route 7 Office Townhouses and Parking Deck D Elevation.**

- a. The Applicant will construct two-story townhouse office buildings, which will not exceed thirty-five (35) feet in height along the northern façade of Parking Deck D, as shown in the Concept Plan and in the Special Exception for Parking Deck D, and these office buildings will be completed prior to the initial use of Parking Deck D.
- b. The front and exposed sides of the townhouse office buildings will have a primarily masonry façade, but cementitious horizontal planking may be used periodically to create visual interest and the front elevations of the townhouse office buildings will be staggered to avoid a flat, monotonous appearance.
- c. The exposed elevations of Parking Deck D on the north, west and east sides will have a façade (e.g. brick, aggregate or other finish) that is complimentary to the adjacent buildings.

6. **Reverse Frontage Lots on Russell Branch Parkway.** Any reverse frontage residential lots adjoining Russell Branch Parkway in Land Bay C shall incorporate the following features:

- a. The rear yard privacy fencing parallel to Russell Branch Parkway will be six feet in height and utilize brick piers at each property corner with visually opaque board-on-board fence in between each pier.
- b. The side and rear facade of these units will incorporate architectural trim, shutters, exterior materials and fenestration identical to the front facade of the units.

7. **Enhanced Buffer for Residential Structures Abutting Crosstrail Boulevard.** The Applicant agrees to increase the amount of screening materials planted in the fifty (50) foot wide buffer yard between Crosstrail Boulevard and residential lots that abut Crosstrail Boulevard so that such plantings comply with the screening requirements set forth in Section 12.8.2.G.2.c. of the Town Zoning Ordinance.

8. **Covenants, Conditions and Restrictions.** The Applicant shall create covenants, conditions and restrictions to coordinate development within the Property, which shall address all proffered design elements and such items as architectural controls, signage, building materials, lighting and landscaping. An Owners Association(s) or another identifiable single entity (i.e., owner) shall be

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formed to oversee the on-going management and maintenance of the common areas of the Property, including landscaping and maintenance of such common areas.

E. Transportation.

1. Proposed improvements to public roads will consist of the dedication, construction, and/or improvement of the portions of Route 7, Crosstrail Boulevard, River Creek Parkway, Russell Branch Parkway and Route 653 located on the Property or off-site as depicted on Sheet 6A of the Concept Plan and on Loudoun County Plan #CPAP2005 0045. The Applicant will also construct all other private roadways, travelways, and parking lots illustrated on Sheet 6A of the Concept Plan as development plans for portions of the Property including such features are approved by the Town. Design and construction of any private streets, parking areas and entrances adequate to ensure ingress and egress to public roadways will be submitted for review and approval by the Commonwealth of Virginia Department of Transportation (hereinafter called the "VDOT") if the roadway will be maintained by VDOT, or the Town if the roadway will be maintained by the Town, as a part of the subdivision or development plan process for affected portions of the Property. Transportation improvements proffered herein will include acceleration, deceleration, and return lanes where required to provide safe access for development on the Property and shall be constructed in accordance with applicable Town or VDOT roadway standards.

2. Prior to the issuance of the first permit for occupancy of a building constructed on the Property, the Applicant will construct the roads depicted on Sheet 6A that are described below to substantial completion including: placement of all pavement (with the exception of the final surface course) with all required signage and all pavement markings installed; authorization for opening each road section by The Town of Leesburg and/or VDOT depending upon maintenance responsibility of the new roads; and shall open such roads to traffic:

- a. Interchange: A grade-separated diamond shaped interchange at the intersection of Route 7/Crosstrail Boulevard. Interchange construction will include realignment of River Creek Parkway as depicted on Sheet 6A (Loudoun County Plan #CPAP20050045) and will include provision of traffic signalization consistent with the VTRC Interchange Selection Guide.
- b. Crosstrail Boulevard: A four lane divided section within 120-foot right-of-way from the intersection with Route 7 through the intersection with Russell Branch Parkway to a point where grading would not encroach into the FEMA 100 year floodplain with the understanding that the portion of Crosstrail Boulevard from Russell Branch Parkway to the FEMA 100 year floodplain will not be opened to traffic until Crosstrail Boulevard is connected by others to the southern Property boundary. The Applicant will design Crosstrail Boulevard to a point that ensures the adequate road crossing of Tuscarora Creek (approximately 500 feet beyond the southern property boundary). The Applicant will also provide FEMA floodplain studies and alteration studies for the portion of the Property where Crosstrail Boulevard crosses Tuscarora Creek to ensure the vertical alignment of the road is adequate.

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- c. Russell Branch Parkway: A four lane divided section within 90 foot right-of-way from the eastern Property boundary to the western Property boundary. The four lane divided section of Russell Branch Parkway will connect to Route 653 via a transition on the Property composed of a two lane road section. Relocation of Route 653 shall be approved by Loudoun County.
 - d. The Applicant shall install, at such time as required by warrants, the following signalization, based on the latest edition of the Manual on Uniform Traffic Control Devices, as determined by the Town or VDOT as applicable:
 - i. Signalization at the intersection of Crosstrail Boulevard and Russell Branch Parkway; and
 - ii. Signalization at the first and second roadway crossover on Russell Branch Parkway to the west of the intersection of Crosstrail Boulevard and Russell Branch Parkway. The Applicant shall install pedestrian countdown signalization devices at the time each signal is installed to assist pedestrian crossings between Land Bays B and C.
3. Route 653: The existing signalization at the intersection of River Creek Parkway and Route 7 and the existing signalization at the intersection of Route 7 and Route 653 will be removed.
 4. Existing access from Route 653 to Route 7 will be terminated at its current location at such time as access to the Property is available via the grade-separated interchange described above in Proffer I.E.2.a.
 5. The Applicant shall provide for temporary construction access to the Property from Route 7 and/or from Route 653, including, but not limited to roadway improvements, signage and pavement markings required to provide safe access to public roadways.
 6. At the time of approval of the first record subdivision plat or final development plan for adjacent sections of the Property, the Applicant shall create and grant to VDOT with no compensation a no-access easement along the Property's Route 7 frontage with the exception of the area for access to the Route 7/Crosstrail diamond-shaped interchange. The intent of the easement is to prohibit direct access to Route 7 from the Property, but shall not preclude access via Crosstrail Boulevard.
 7. In lieu of contribution of the sums indicated and listed in the Town Plan as adopted pursuant to Town Resolution 97-216, the Applicant agrees to construct and dedicate to VDOT the grade-separated interchange at the intersection of Crosstrail Boulevard and Route 7 as illustrated on the Concept Plan as its pro-rata share toward the Town transportation improvement fund supporting the commercial, office, and residential uses on the Property. This donation shall be in the form of actual construction. The Applicant shall complete such construction prior to issuance of the Occupancy permit for any building constructed on the Property.

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8. The Applicant agrees to relocate to the west the current entrance to the Holiday Inn at Carradoc Hall by approximately 450 feet, including the extension of the existing Route 7 westbound acceleration/deceleration lane to this new entrance and the construction of an acceleration lane for approximately 1,000 feet west of the new entrance to provide a safe merge back into the westbound through traffic. In addition to these Route 7 improvements, the Applicant will extend the new entrance from Route 7 to the parking lot and repair or replace, as appropriate, decorative landscaping and/or lawn area affected by the entrance relocation, provided any needed property access permissions for this work are granted. The Applicant will pay for and construct these improvements to the Carradoc Hall entrance as described above, as part of its funding of the construction of the Route 7/River Creek Parkway interchange.

9. Sheet 6 of the Concept Plan depicts the pedestrian circulation network for the Property. The bridge-portion of the Route 7 / River Creek Parkway interchange will include a ten (10) foot wide sidewalk along the west side and a twelve (12) foot wide trail along the east side. Both will be extended to the north to connect into the existing Potomac Station sidewalk network along River Creek Parkway and to the south to the Village at Leesburg sidewalk network. The pedestrian elements of the interchange are depicted on design plans for the interchange (Loudoun County Plan #CPAP20050045). Notwithstanding the typical cross section on Sheet 6 for Crosstrail Boulevard, the Applicant will build a six-foot wide sidewalk along the west side and a ten-foot wide trail along the east side. Along Russell Branch Parkway, the Applicant will build an eight-foot wide trail along the northern side and an eight-foot wide trail along the southern side. All other pedestrian walkways within the Village of Leesburg will be as shown on Sheet 6.

10. Prior to the issuance of the first permit for occupancy of a building constructed on the Property, the Applicant will establish locations on the Property suitable for transit stops by a shuttle operated by the Town, the Virginia Regional Transportation Service or other provider and will cooperate with and support such service provider to facilitate bus service to and from the Property and the Town Historic District.

11. Prior to issuance of the first permit for occupancy of a building constructed in Land Bays D or E, the Applicant agrees to construct a half section of Russell Branch Parkway from the western Property line to the Town's Wastewater Treatment Plant. Such construction will be consistent with Town Development Regulations and will be predicated on the Town obtaining the right-of-way or on receipt at no cost to the Applicant of the right-of-way necessary to construct the half section of Russell Branch Parkway to provide access to the Town's Wastewater Treatment Plant via Russell Branch Parkway.

12. Prior to issuance of the first permit for occupancy of a building constructed in Land Bays D or E, the Applicant agrees to install pedestrian countdown signalization devices at the intersection of Crosstrail Boulevard and Russell Branch Parkway.

F. **Residential Recreation.** The recreational amenities shown in Land Bays B and C will be provided in the locations that substantially conform to those illustrated on the Concept Plan, with the understanding that such amenities may shift within the areas shown on Land Bays B and C. The community center in Land Bay B will be built within the adjacent residential building and will include,

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at a minimum, a fitness center, business center, media room and entertainment/social area that will collectively be at least 3,500 square feet, as well as an outdoor pool and outdoor social area. The bocce courts and lawn games area will be built concurrently with the adjacent residential buildings and will be available for use prior to issuance of occupancy permits for such buildings. The community / fitness center in Land Bay C will be built at the same time as the adjacent multifamily structure immediately to its south and will include, at a minimum, a fitness center, business center, media room and entertainment/social area that will collectively be at least 4,500 square feet, as well as an outdoor pool and social area and outdoor game area and will collectively be available for use prior to issuance of occupancy permits for such buildings. The tennis court and multi-purpose courts shall be located in Land Bay C. All amenities in this proffer shall be constructed consistent with the phasing requirements of Section 9.3.12.E. of the Town Zoning Ordinance. All of these outdoor recreational amenities such as parks, open space, trails, bocce court, greens, etc., that are constructed on the Property will be built by the Applicant and will be available to all residents with the understanding that recreational facilities located on Land Bay C and designed for use solely by active adult residents will be limited to use by only such residents, their guests and invitees. Prior to issuance of the first permit for occupancy of a building constructed on the Property, the Applicant agrees to pay the Town Four Hundred Thousand Dollars (\$400,000.00) to be used for the purchase or construction of improvements or equipment for public recreational facilities at Ida Lee Recreation Center. At the time of issuance of a zoning permit for each applicable unit the Applicant agrees to pay to the Town One Thousand Dollars (\$1,000.00) per residential dwelling unit to be used by the Town for the purchase or construction of improvements or equipment for public recreational facilities at Ida Lee Recreation Center.

G. Workforce Housing. The Applicant will make available for initial sale or rent up to a total of 10 multi-family units within Land Bays A and B for a Workforce Housing initiative within the Town. These units will be offered for sale or rent at a discount of twenty percent (20%) from the market price of the comparable unit developed on the Property. The goal of the Workforce Housing initiative will be to increase housing opportunities within the Town for local government employees. The Applicant will cooperate with the Town on the development of administrative guidelines deemed necessary to implement this program.

II. ACTIVE ADULT UNITS

A maximum of 300 residential units shall be constructed in Landbay C and occupancy of said units shall be age restricted in accordance with the following parameters:

1. At least eighty percent (80%) of the occupied residential units shall be occupied by at least one person fifty-five (55) years of age or older and within such units the following conditions shall apply.
 - a. All other residents must reside with a person who is 55 years of age or older, and be a spouse, a cohabitant, an occupant's child eighteen (18) years of age or older, or provide primary physical or economic support to the person who is 55 years of age or older. Notwithstanding this limitation, a person hired to provide live-in, long term or terminal health care to a person who is 55 years of age or

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older for compensation may also occupy a dwelling during any time such person is actually providing such care.

- b. Guests under the age of 55 are permitted for periods of time not to exceed sixty (60) days total for each such guest in any calendar year.
- c. If title to any lot or unit shall become vested in any person under the age of 55 by reason of descent, distribution, foreclosure or operation of law, the age restriction covenant shall not work a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until he shall have attained the age of 55 or otherwise satisfies the requirements as set forth herein. Notwithstanding, a surviving spouse shall be allowed to continue to occupy a dwelling unit without regard to age.

2. A maximum of twenty percent (20%) of the occupied residential units shall be allowed to be occupied by at least one person fifty (50) years of age or older and within such units the following conditions shall apply.

- a. All other residents must reside with a person who is 50 years of age or older, be a spouse, a cohabitant, an occupant's child eighteen (18) years of age or older, or provide primary physical or economic support to the person who is 50 years of age or older. Notwithstanding this limitation, a person hired to provide live-in, long term or terminal health care to a person who is 50 years of age or older for compensation may also occupy a dwelling during any time such person is actually providing such care.
- b. Guests under the age of 50 are permitted for periods of time not to exceed sixty (60) days total for each such guest in any calendar year.
- c. If title to any lot or unit shall become vested in any person under the age of 50 by reason of descent, distribution, foreclosure or operation of law, the age restriction covenant shall not work a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until he shall have attained the age of 50 or otherwise satisfies the requirements as set forth herein. Notwithstanding, a surviving spouse shall be allowed to continue to occupy a dwelling unit without regard to age.

3. The above described use restrictions may be amended from time to time in accordance with applicable local and state regulations governing age restricted housing and the Federal Fair Housing Act so long as the substantive intent as set forth herein is maintained. The Applicant will record a restrictive covenant on the Property limiting the use of Land Bay C to the age-restricted community described above. The terms and conditions of the restrictive covenant described in Proffer II. shall be reviewed and approved by the Town Attorney for conformity to such proffer prior to issuance of the first building permit for an active adult unit.

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4. The Active Adult community will be for independent living only; no assisted living units or services will be included.

III. SEQUENCING OF CONSTRUCTION

Once construction of the interchange described in Proffer I.E.2.a. herein has started, the Applicant shall have the right, subject to appropriate jurisdictional approval of requisite plans, plats and permits and the posting of associated bonds, to initiate site development and building construction on the Property, (defined herein as issuance of a zoning permit by the Town), allowed under those approved plans. However, no occupancy permits shall be issued for any completed structure on the Property until the transportation improvements related to such development described herein are constructed to substantial completion and are open to traffic. Upon completion of the construction and opening to traffic of the transportation improvements described in Proffer I.E., all uses described on Sheet 3A of the Concept Plan may be constructed on the Property.

IV. INTERCHANGE

The diamond shaped interchange to be constructed by the Applicant in accordance with these proffers shall be constructed, subject to approval and modifications required by VDOT, to a design that seeks to utilize concrete form liners and concrete stain to simulate a stone façade to the abutments and wing walls of the interchange, and to landscape the banks of the interchange with trees and shrubs, as depicted on Sheet 8D of the Concept Plan. The Applicant will provide pedestrian lighting on the bridge and will utilize light fixtures that incorporate traditional design details, subject to approval by VDOT. The Applicant will use its best efforts, subject to compliance with VDOT and Corps of Engineer ("COE") regulations, to retain existing vegetation growing within the areas of the interchange not required by VDOT approved plans for construction of roadway related improvements and, to the extent possible consistent with VDOT and COE regulations and interchange design plans, plant native vegetation within the interchange areas not utilized for right-of-way. The Applicant will reestablish the Potomac Station community sign at the intersection of Potomac Station Drive and River Creek Parkway, in a location selected by the Potomac Station Homeowners' Association and in a manner mutually agreed upon by the Applicant and the Association. The community sign will be subject to all regulations and limitations of the jurisdiction in which it is located. The Applicant will landscape that portion of River Creek Parkway north of Route 7, that is disturbed by the interchange construction, with the goal of restoring the character of the streetscape between Potomac Station Drive and Route 7 that existed prior to the interchange's construction. The sign relocation and landscaping shall be moved or planted prior to opening of the interchange for public vehicular access.

V. LIGHTING

All freestanding parking lot lights located on the Property (with the exception of lighting fixtures on the top surface of elevated parking decks) shall have a maximum height of twenty feet (20') and shall have fixtures which direct light downward and inward. All lighting on the top surface of elevated parking decks constructed on the Property shall have a maximum height of five feet (5') unless an alternative height is approved by the Board of Architectural Review during the H-2 review process and shall have fixtures which direct light downward and inward. Applicant shall design and

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construct all lighting on Property to standards set in the DCSM Section 7-670, and said illumination on the Property shall not be visible from off of the site where the lights are located at levels in excess of those allowed in DCSM 7-670. The Applicant shall provide photometric information on site lighting to the Board of Architectural Review during the H-2 review process.

VI. RECREATION TRAIL AND FLOOD PLAIN

A. Recreation Trail. Concurrently with approval by the Town of Leesburg Department of Parks and Recreation and subdivision approval for adjacent portions of the Property, the Applicant will build a ten-foot wide recreation trail constructed with asphalt or concrete consistent with DCSM Standards within the Tuscarora Creek floodplain which will provide a linkage to the recreation amenities in the western portion of the Property and will connect to Russell Branch Parkway, as depicted on Sheet 5 of the Concept Plan. Portions of the recreation trail may be located upon that portion of the Property that overlays a sewer easement. The recreation trails will be built wider than ten (10) feet to allow the Town vehicular access to maintain the sewer and to access the pump station referenced herein in Section IX. The extent and width of this portion of the trail needed by the Town for vehicular access will be determined at the time of final development plan review. The Applicant will submit all necessary flood plain studies and applications for 100 year floodplain alteration to the Town and FEMA for review and approval. The Applicant and/or owners association will maintain all portions of the trail not conveyed to the Town for operation and maintenance of the pump station and sewer line.

B. Restrictive Covenant. The Applicant will record a restrictive covenant limiting the use of the Property that is outside of the Town limits along the southern boundary to open space, subject to the location of any necessary utilities to serve the Property. The covenant will be recorded prior to or simultaneous with the first Record Plat for the uses within Land Bay C.

VII. LANDSCAPING/BUFFERS/WETLANDS

A. Along the portion of the Property that abuts Route 7, there shall be buffer yards planted with screening materials as illustrated on Sheet 7 of the Concept Plan or on the plan attached hereto and incorporated herein by reference entitled "Route 7 Landscape Buffer -- Final Development Plan Revision," prepared by Hord, Coplan and Macht, dated June 2, 2009, in compliance with the Town's Zoning regulations at the time of development. This buffer and all landscaping shown on the Concept Plan shall be bonded and constructed by the Applicant concurrently with adjacent development. Bonding of the landscape buffer shall be administered by the Zoning Administrator of the Town of Leesburg. All surface parking areas shall be designed and landscaped per the requirements of the Town Zoning Ordinance and the Design and Construction Standards Manual. All landscaping shall be planted to ensure adequate sight distance is maintained at proposed intersections and the grade-separated interchange.

B. Modification Number 2 is further defined to state that the full 35 foot landscape screen will be provided on the south side of Russell Branch Parkway except where wetlands exist as designated on the Concept Plan.

VIII. SOUND ABATEMENT

The Applicant shall prepare and submit to the Town for review a noise impact study of the interchange upon existing adjacent residential structures located north of East Market Street. The noise impact study will be consistent with the standards of VDOT and FHWA. The Applicant will implement the recommendations of said noise study in cooperation with the Potomac Station Homeowners Association and affected homeowners, subject to availability of necessary land being provided at no cost to the Applicant. Any noise attenuation improvements will be constructed by the Applicant and at the Applicant's expense, concurrently with the construction of the Interchange described in Proffer I.E.2.a, and will be in place prior to the initial operation of that portion of the interchange mandating the improvement. Should the final noise attenuation improvements include concrete walls, such walls will be cast on both sides with form liners and concrete stain to simulate a stone façade similar in appearance to the abutments and wing walls of the interchange, referred to in Proffer IV. Additionally, both sides of the noise attenuation improvements will be landscaped in an equivalent manner, subject to available space for plantings, in cooperation with the Homeowners Association and affected homeowners.

IX. UTILITIES

In the sub area of the Property where a Town owned and operated public gravity sewer conveying flows to the Town of Leesburg Waste Water Treatment Plant is not available, the Applicant will construct on the Property, at its own cost, an interim pump station. An interim pump station would be in place until the ultimate pump station identified in the Town of Leesburg Water and Sewer Master Plan, or a suitable and approved alternative is constructed and in operation. All associated easements on the Property including those necessary to link the interim pump station with the ultimate pump station described below will also be reserved for such access with pump station construction plans. The cost of construction of the on-site interim pump station will be borne by the Applicant. The interim pump station design will be subject to approval by the Town Engineering and Utilities departments as well as the Virginia Department of Environmental Quality. The Applicant shall be responsible for the extension of water and onsite gravity sewer to the Property at no cost to the Town, and shall be responsible for payment of all water and sewer pro-rata fees. The Applicant acknowledges the close proximity of the Property to the Town's Water Pollution Control Facility (WPCF) and potential for occasional odor problems. The removal of the existing tree buffers between the Town's WPCF and the Property may further impact this problem. Where possible, the Applicant shall preserve or plant a tree buffer between the WPCF and this development consistent with Zoning Ordinance requirements.

X. ANNEXATION AREA DEVELOPMENT POLICIES AND CAPITAL FACILITY PAYMENTS

Construction of the regional transportation improvements described in Proffer I.E.2.a. satisfies Town Resolution 2005-111 for all residential units on the Property.

The Applicant agrees to pay up to Two Million One Hundred Thirteen Thousand One Hundred Fifty-Nine and 00/100 Dollars (\$2,113,159.00) to the Town to offset any payments owed to the County

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under the Annexation Agreement. One Million One Hundred Fourteen Thousand Eight Hundred Sixteen and 35/100 Dollars (\$1,114,816.35) has been paid for the 335 dwellings constructed in Land Bays A and B as depicted on the Concept Plan. Three Thousand Three Hundred Twenty-Seven and 81/100 Dollars (\$3,327.81) will be paid for each additional dwelling unit constructed on Land Bay C of the Property. The above payments have been made and will be made at the time of issuance of a zoning permit for each residential unit constructed on the Property. Said contributions shall be made to the Town if the AADPs are no longer applicable or if the Town has met its obligations under the AADPs.

XI. FIRE AND RESCUE CONTRIBUTION

Prior to the issuance of each zoning permit, the Applicant shall make a one-time contribution of One Hundred Twenty Dollars (\$120.00) per residential dwelling unit constructed on the Property and ten cents (\$.10) per gross square foot of building area payable to the Town of Leesburg for distribution to the fire and rescue companies providing service to the Property. The contribution shall be divided equally between the primary servicing fire and rescue companies. This contribution shall escalate on a yearly basis from the base year of 2005 and change effective each January 1 thereafter based on the Consumer Price Index (CPI) for the Washington Metropolitan SMSA.

XII. FIRE ALARM AND SPRINKLERS

All buildings on the Property shall include automatic sprinklers, designed and installed to applicable building code standards.

XIII. H-2 CORRIDOR REGULATION

The entire Property depicted on the Concept Plan is subject to the H-2 Corridor Design Guidelines. Prior to approval of the site plan for any commercial or residential uses on any portion of the Property, the Applicant shall submit the Village Center Design Guidelines, as amended, to the Board of Architectural Review ("BAR") for review and approval. Prior to site plan approval for the North "A" Land Bay as shown on Concept Plan Sheet 3A, the Village Center Design Guidelines shall be revised to indicate the building typologies set forth on Sheet 3A of the Concept Plan.

XIV. FIBER OPTIC CABLE

The Applicant will install conduit for fiber optic cable through the Property as necessary to allow for future distribution by appropriate fiber optic service providers. The Applicant will work with each of the service providers to extend fiber optic services to all parts of the project.

XV. MARKET STUDIES

The Applicant will fund a study, undertaken in conjunction with the Town's Department of Economic Development, of the market for and economic feasibility of construction and operation of large plate Class A office space in the Town of Leesburg and a hotel of at least 100 rooms to be located in the I-1 zoned portion of the Property, including the market and economic feasibility of

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additional hotel services (ranging up to a full-service hotel). The study will be initiated within one year of the date of the zoning approval and completed prior to the submission of any final site plan or record plat for development of permitted or special exception uses on the I-1 portion of the Property.

XVI. MISCELLANEOUS

Should any provision or portion of these Proffers be declared by any Virginia or federal court of competent jurisdiction to be invalid, the same shall not affect the validity of these Proffers as a whole, or any part thereof, other than that which is so declared to be invalid. These proffers are filed in accordance with Section 15.2-2303 of the Code of Virginia, as amended, and Section 3.3.16 of the Town Zoning Ordinance.

The Applicant agrees to indemnify the Town for reasonable attorney fees, expenses and court costs incurred by the Town in defending any action by Loudoun County to challenge approval of TLZM 2010-0003 that is timely filed pursuant to Section 15.2-2285F of the Code of Virginia. In the event an action filed by Loudoun County or the Loudoun County School Board to challenge approval of TLZM 2010-0003 results in a final unappealable judgment against the Town requiring capital facility payments pursuant to Town Resolution 2005-111 for the 335 dwelling units developed in Land Bays A and B of the Property, the Applicant agrees to indemnify the Town for payment of a judgment in an amount not to exceed Two Million Six Hundred Sixteen Thousand Fifteen and 00/100 Dollars (\$2,616,015.00) (335 dwelling units x \$7,809).

The term "DEDICATION" as used herein shall mean convey by general warranty deed fee simple title to the land to the Town or VDOT, free and clear of any defects in title liens or encumbrances at no cost to the Town or VDOT in a form approved by the Town Attorney. The term "easement" as used herein shall mean grant by deed and easement interest to the Town or VDOT at no cost to the Town or VDOT in a form approved by the Town Attorney.

The Applicant agrees that approval of this rezoning does not express or imply and 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. Final plats, development plans, and construction drawings for development on the Property are subject to the applicable Town regulations.

The Applicant warrants that all of the owners of the Property have signed this Proffer Statement, that they have full authority to bind the Property to these conditions, and that they have voluntarily subjected the Property to these proffer conditions.

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OWNER:

CARLYLE/CYPRESS LEESBURG I, LLC

At: Carlyle/Cypress Ketan I, LP
By: Cypress Equities, LLC
As general partner

By: Brian C. Jarro, CFO/VP
Brian C. Jarro

COMMONWEALTH OF ~~TEXAS~~ ^{TEXAS}

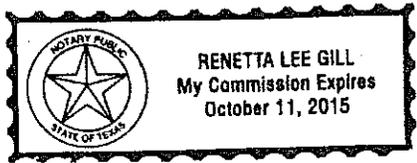
COUNTY OF ~~DALLAS~~ ^{DALLAS}; to-wit:

BRIAN PARIZO

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared ~~Mark Rome~~ as Agent of Carlyle/Cypress Leesburg I, LLC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this 5th day of JANUARY, 2012.

Renetta Gill
Notary Public



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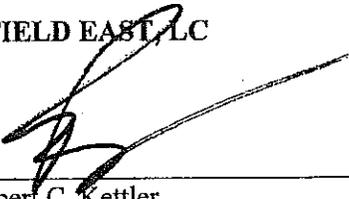
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OWNER:

SPRINGFIELD EAST, LC

By:


Robert C. Kettler

STATE/Commonwealth of Virginia

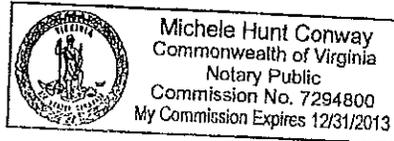
CITY/COUNTY OF Fairfax; to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared Robert C. Kettler, as Manager of Springfield East, LC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this 6th day of January, 2012.


Notary Public

My commission expires: 12/31/2013
Notary registration number: 7294800



PROFFER STATEMENT

Concept Plan Amendment TLZM 2014-0006, Village at Leesburg
Record Owner: Carlyle/Cypress Leesburg I, LLC
Property: MCPI #'s 149-28-0023 and 149-28-0225
57.20 acres

Date: July 7, 2014

Pursuant to Section 15.2 -2303 of the Code of Virginia, as amended and Section 3.3.16 of the Zoning Ordinance of the Town of Leesburg, (hereinafter the "**Town**"), the undersigned, Carlyle/Cypress Leesburg I, LLC (the "**Applicant**"), is the owner of 57.20 acres of real property that is described as Loudoun County MCPI Numbers: 149-28-0023 and 149-28-0225 (hereinafter collectively called the "**Property**"), which is more particularly described on Sheet 1 of the Concept Plan described below. Applicant hereby proffers on behalf of itself and its successors and assigns, that if the Leesburg Town Council approves TLZM 2014-0006, the Property shall be developed and used consistent with the following terms and conditions herein. Said terms and conditions herein supersede any prior proffers that have been offered for any portion of the Property, including any proffers associated with Rezoning Application TLZM 2004-0005 approved November 8, 2005, Rezoning Application TLZM 2008-0003 approved September 9, 2008, Rezoning Application TLZM 2008-0010 approved on June 9, 2009, Rezoning Application TLZM 2009-0008 approved on April 13, 2010, and Rezoning Application TLZM 2010-0003, approved January 10, 2012.

PROFFERS

I. SUBSTANTIAL CONFORMANCE WITH CONCEPT PLAN, USE, AND DEVELOPMENT

A. Substantial Conformance. Development of the Property will be in substantial conformance with Sheets 1, 3, 3A, 3B, 3C, 4, 5, 6, 6A, 7, 7A and 8D of the Concept Plan prepared by Urban, dated May 9, 2014, as revised through _____, 2014 (hereafter referred to as "**Concept Plan**"), which is attached hereto and made a part hereof as Exhibit A. Reasonable allowances shall be made for engineering and design alteration to meet Town Subdivision and Land Development Regulations, Town Zoning Ordinance Regulations and the Town Design and Construction Standards Manual ("DCSM") requirements (collectively the "Town Development Regulations"). All uses listed in the B-4 and PRC zoning districts as per the Town Zoning Ordinance may be developed on the Property except lumber and/or building material sales with outdoor storage, mini-warehouse, and warehouse. Any by-right or special exception use that may be added to the use list set forth in Section 6.6.2 of the Zoning Ordinance as the result of a text amendment approved by Town Council pursuant to Section 3.2.1 of the Zoning Ordinance may be developed on the B-4 zoned portion of the Property. Consistent with the Legend and Development Tabulations Table on Sheet 3A of the Concept Plan the following accessory uses set forth in Section 6.6.2 of the Zoning Ordinance may be developed within the offices constructed between East Market Street and Parking Garage D: bank, without drive-in facility; emergency care facility; mailing services; printing and/or publication (copy center); special instruction school (after special exception approval); and the following personal services uses: bicycle repair store; caterer; dry-cleaning and/or laundry pickup station; locksmith shop; musical instrument repair shop; photographer's studio; photostat shop; travel agency; and watch repair shop. Personal services in such offices shall not include nail salons. Uses listed under Zoning Ordinance Sections 8.5.2, 8.5.3

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and 6.6.2 that require special exception approval shall continue to require special exception approval before they may be developed on the Property, unless such approvals occur or have occurred concurrently with approval of TLZM 2004-0005, TLZM 2008-0003, TLZM 2008-0010, TLZM 2009-0008, and TLZM 2010-0003. The Concept Plan layouts for special exception uses developed on the Property such as a hotel and theater shall be determined at the time of Town Council approval of such uses. Development of the Property shall comply with the Town Development Regulations. All private streets and parking courts constructed on the Property shall comply with Town Development Regulations. The horizontal and vertical geometrics of streets and private parking courts constructed on the Property must accommodate an AASHTO 'SU' design vehicle. All public and private roads and streets constructed on the Property shall be inspected and authorized for opening by the Town or VDOT depending upon which jurisdiction assumes authority for maintenance.

B. Construction and Location of Concept Plan Elements. The following guidelines will guide development of the Property:

1. Subject to I.A. and B.2. herein, ground floor retail space within buildings located in Landbays A and B as depicted in the Concept Plan will be sized as follows: (a) on the north side of the Main Street the maximum size of a single tenant will be 35,000 square feet on the ground floor or 60,000 square feet, if a second story is included, and (b) on the south side of Main Street the maximum size of a single tenant will not exceed 10,000 square feet or 20,000 square feet if a second story is utilized. In Land Bay A as illustrated on Sheet 3A of the Concept Plan, with the exception of a hotel or theater and the commercial recreation and/or retail uses located north of such uses in Land Bay A as illustrated on Sheet 3A of the Concept Plan, there shall be no freestanding retail ground floor single tenant retail use in excess of 20,000 gross square feet. The location of all buildings in Landbays A and B, whether they are single use or have retail uses located on the ground floor and residential, hotel, theater, or office uses on upper floors, and the type of these uses located within each of these same buildings, shall be in substantial conformance with Concept Plan Sheet 3A Land Use Map, allowing for vertical integration within a single footprint of the following use mixes: retail only, office only or office over retail, hotel or theater over retail and/or restaurant, residential over office or retail, residential only, and parking deck. The height of buildings constructed on the Property shall not exceed the limits set forth on the Development Tabulations Table on Sheet 3A of the Concept Plan. The Village Center Land Use Map and Legend depicted on Sheet 3A of the Concept Plan will govern the location of retail, office, residential, parking, theater, and hotel uses with the exception of that certain structure located at the northwest corner of Russell Branch Parkway and the first entrance to the Village Center, which shall be developed with first floor office or retail uses and upper floor residential uses. Building X depicted on Sheet 3A of the Concept Plan will be constructed to include at least 55,440 gross square feet of office uses.

2. One freestanding retail structure that shall not exceed 140,000 square feet may be developed on the Property in Landbay A in the location indicated on the Concept Plan. The Applicant agrees to limit the use of the 140,000 square foot structure to Wegmans which shall be constructed consistent with the following criteria for the Crosstrail Boulevard and East Market Street building frontage:

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- a. Distinct architectural elements along Crosstrail Boulevard and East Market Street building frontage to divide the mass and scale of the building and provide compatible styles, but varied facades, setbacks and building fronts within the overall elevation of the building;
- b. A variety of high quality architectural materials in the architectural elevations consisting of brick, stone, and other masonry;
- c. A variety of rooflines and architectural grade roof materials and pitches, as well as cornices, quoins, and other details, as appropriate, to enhance the distinct architectural facades and provide interest and appeal;
- d. Appropriate fenestration, shuttered window openings and/or trim to animate the elevations and complete the village streetscape along Crosstrail and East Market Street; and
- e. One or more appropriate steeple or similar type vertical elements to accent and provide further variety to the overall roofline and elevation.

The purpose of the design elements is to eliminate the impression of a single large structure and provide a signature of quality for the project and the Town that is consistent with the character of the Town of Leesburg. The final building elevations will be reviewed within these guidelines in connection with H-2 Overlay District review and approval procedures.

C. Community Design.

1. Village Center Main Street and Connecting Private Streets, Dodona Terrace and Classic Path Way. The following design elements will be observed in the development of Land Bays A and B as shown on Sheet 3A:

- a. Street trees will be planted along the Main Street that bisects Land Bays A and B, adjacent to the parallel parking, spaced an average of 40 feet on center. Street trees will be planted along the private street that bisects North "A" Land Bay and South "A" Land Bay (known as "Classic Path Way") and along the private street that bisects North "A" Land Bay and the adjacent parking deck (known as "Dodona Terrace") in the approximate locations shown on Sheet 7 of the Concept Plan. The plantings per street section shall substantially conform to the requirements stated on Sheet 7 of the Concept Plan.
- b. Sidewalks along Main Street, and along both sides of Classic Path Way from its intersection with Dodona Terrace to the westernmost pedestrian entrance of any structure developed on North "A" Land Bay will have a minimum width of 12 feet between the face of storefront and back of curb (to include the street tree zone).

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- c. The sidewalks and pedestrian crosswalks along Main Street and the portions of Dodona Terrace and Classic Path Way described in Proffer I.C.1.b. will incorporate masonry pavers, scored concrete and/or other similar paving materials to establish pedestrian zones and create visual interest. Similar materials may be used in a portion of the Main Street, north and/or west of the central park. The portion of the sidewalk illustrated as the "proposed outdoor seating areas" on Sheet 3A of the Concept Plan will incorporate masonry pavers, scored concrete and/or other similar paving materials to establish outdoor seating areas separate from the sidewalk areas. The outdoor seating areas for the restaurant uses illustrated on Sheet 3A of the Concept Plan shall be physically separated from the sidewalk areas during the time of the year such areas are used for outdoor seating to separate restaurant functions from pedestrian access.
- d. The median of the Main Street will be landscaped with lawn, ornamental trees and flower beds, and include pedestrian crosswalks at designated locations.
- e. The Plaza on the south side of Main Street will include a fountain or similar dynamic water feature that will animate the park through the permissible weather season. This Plaza will incorporate scored concrete, masonry pavers and/or other similar landscape materials, shade trees, seating areas, lighting, benches and trash receptacles. This Plaza may include ornamental trees, lawn, potted plants and bollards in the final design.
- f. An architectural feature such as an obelisk, clock tower or other feature similar in character may be located within or in the vicinity of the central Plaza.
- g. The Plaza on the north side of the Main Street will incorporate scored concrete masonry pavers and/or other similar landscape materials, shade trees, seating areas and lighting and may also include ornamental trees, potted plants and bollards, as appropriate.

2. **Main Street and Classic Path Way Uses and Character.** The Concept Plan illustrates the relationship of the Main Street and Classic Path Way retail (or office) to the residential or office uses above, the location of buildings in relation to abutting private streets, the location of the service road(s), the parking garage(s) and access to the second and third story residential (or office). The following specific elements illustrated on the Concept Plan are proffered:

- a. The primary façade materials for all buildings built on Land Bays A and B as shown on Sheet 3A of the Concept Plan shall include any one or a combination of the following materials: brick, masonry, synthetic stucco, cementitious horizontal plank, cultured stone, architectural concrete, glass and ornamental metal.

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- b. The retail and office storefronts at street level will include the following features: shop or office entry doors, storefront windows, identification signage, awnings and canopies. The awnings and/or canopies will conform to the standards and criteria stated in the H-2 Corridor Design Guidelines as referenced in Section 7.6.7 of the Town Zoning Ordinance.
- c. Street facing facades of street level retail uses shall be a maximum of 40% glass. Street facing facades of office uses located above retail uses shall be a minimum of 25% glass. Facades of all single use stand-alone office buildings shall be a minimum of 50% glass.
- d. The maximum length of blank wall between windows and/or storefronts facing the Main Street and Classic Path Way will be 50 feet.
- e. Above the one story retail storefronts at street-level will be two or three levels of residential units or office space as illustrated on Sheet 3A of the Concept Plan.
- f. Roof materials shall be asphalt shingle, slate, wood or metal.
- g. Vinyl shall not be used on any exterior walls visible from streets.
- h. Loading for the retail and office uses will be provided at the rear of the retail buildings, accessed from the service road located between the parking garage(s) and the retail buildings.
- i. Access to the residential units above the street-level retail (or office) will be provided in the locations shown on the Concept Plan via an elevated pedestrian bridge connecting the adjacent parking deck to an entry vestibule or corridor within the residential building. Access to additional levels of residential uses will be via internal stairs and/or elevator, as appropriate. Additional at-grade entrances to the residential units may be added, as appropriate. Additional access to residential and nonresidential uses from an adjacent parking deck may be provided via an elevated pedestrian bridge in other locations on the Property which will be indicated at the time of site plan approval for portions of the Property developed with such other residential and nonresidential structures.
- j. The form and location of any structure constructed along Classic Path Way shall be oriented towards Classic Path Way in a manner that substantially conforms with the orientation of structures constructed along Main Street.
- k. The vehicular entrance from Classic Path Way to North "A" Land Bay as shown on Sheet 3A of the Concept Plan may be shifted, but at least two vehicular entrances shall be provided to North "A" Land Bay.

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- l. The freestanding dumpster enclosure illustrated on North “A” Land Bay as shown on Sheet 3A of the Concept Plan shall be sufficiently large to accommodate refuse and recyclable material generated by any use developed on the North “A” Land Bay.
- m. With the exception of the commercial recreation use described above in Proffer I.C.1., the by-right uses developed within North “A” Land Bay as shown on Sheet 3A of the Concept Plan shall be located to frame Classic Path Way and Dodona Terrace in accordance with the following guidelines:
 - (i) A minimum setback of the twelve feet where a building fronts a private street shall be provided to accommodate the established streetscape pattern;
 - (ii) The maximum setback for buildings located adjacent to Classic Path Way or Dodona Terrace shall be no more than 25 feet.
 - (iii) Any front elevation shall be a primary façade in accordance with the Village Center Design Guidelines. Any exterior wall facing Dodona Terrace and Classic Path Way should be at a minimum a primary façade in accordance with those guidelines. Any exterior wall elevation facing Route 7 shall be at a minimum a type 2 primary façade in accordance with those guidelines.
 - (iv) A building shall be located adjacent to the intersection of Classic Path Way and Dodona Terrace consistent with the setbacks described above and shall be constructed at a scale that is consistent with structures located across Dodona Terrace and Classic Path Way from the North “A” Land Bay.
 - (v) A strip-center style of building layout, locating the building(s) along the western and northern boundary of the development area is prohibited.
 - (vi) Maximum building facades without interruptions shall be no longer than two hundred feet;
 - (vii) Multiple buildings are permitted and should relate to one another.
- n. The site plan for North “A” Land Bay shall incorporate vehicle circulation elements that include access from Dodona Terrace and Classic Path Way and shall encourage on-street parking opportunities along Classic Path Way east of the site entrance shown on Concept Plan Sheet 3A.
- o. In the event more than one building is constructed in North “A” Land Bay, pedestrian linkages between buildings shall be provided that incorporate a concrete surface, a separation from parking and loading spaces that will be at least six feet, and a landscaping element that compliments a pedestrian environment.

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- p. Parking spaces are encouraged within the North "A" Land Bay along Classic Path Way east of the site entrance shown on Concept Plan Sheet 3A and along Dodona Terrace. Any parking spaces located in the above-described portion of North "A" Land Bay shall be buffered by at least a six foot wide landscaped area that shall include trees and shrubs. Parking areas within North "A" Land Bay shall accommodate no more than twenty contiguous spaces and shall be separated by islands suitable for planting trees. Best efforts shall be made to designate a single loading space area to serve the North "A" Land Bay as shown on Sheet 3A of the Concept Plan.
- q. Unless integrated within the structural design of a building, dumpster enclosures shall not be constructed adjacent to Classic Path Way or Dodona Terrace. All dumpster enclosures constructed within North "A" Land Bay shall utilize masonry construction, shall be no less than six feet tall, and shall be buffered with landscaping along any external wall.

3. **Building Heights.** Building heights on the Property will be as shown on the Development Tabulations Table on Sheet 3A of the Concept Plan. Notwithstanding the building heights shown on the Development Tabulations Table on Sheet 3A of the Concept Plan for the retail uses in Land Bay B, the height limit for the retail uses in Land Bay B will not exceed 45 feet. The height limit for the townhouse office buildings along the northern façade of Parking Deck D described below in Paragraph I.C.5.a. will not exceed thirty-five (35) feet.

4. **Pedestrian Crossing of Russell Branch Parkway.** The following specific design elements illustrated on the Concept Plan are proffered by the Applicant:

- a. The first and second intersections west of Russell Branch Parkway and Crosstrail Boulevard will be signalized for vehicles and will incorporate a pedestrian count down system to assist pedestrian crossings between Land Bays B and C.
- b. The Applicant will highlight the pedestrian crossing zone at these locations through the use of painted stamped asphalt or Duratherm within the designated crosswalk areas.
- c. The portion of Russell Branch Parkway from Crosstrail Boulevard to the most western median break will be designed and constructed with a six (6) foot wide landscaped median that will incorporate pedestrian crossing areas at intersections to provide pedestrian crossing safety zones in coordination with the final location of the crosswalks.

5. **Route 7 Office Townhouses and Parking Deck D Elevation.**

- a. The Applicant will construct two-story townhouse office buildings, which will not exceed thirty-five (35) feet in height along the northern façade of Parking Deck D, as shown in the Concept Plan and in the Special Exception for Parking Deck D, and these office buildings will be completed prior to the initial use of Parking Deck D.
- b. The front and exposed sides of the townhouse office buildings will have a primarily masonry façade, but cementitious horizontal planking may be used periodically to create visual interest and the front elevations of the townhouse office buildings will be staggered to avoid a flat, monotonous appearance.
- c. The exposed elevations of Parking Deck D on the north, west and east sides will have a façade (e.g. brick, aggregate or other finish) that is complimentary to the adjacent buildings.

6. **Reverse Frontage Lots on Russell Branch Parkway.** Any reverse frontage residential lots adjoining Russell Branch Parkway in Land Bay C shall incorporate the following features:

- a. The rear yard privacy fencing parallel to Russell Branch Parkway will be six feet in height and utilize brick piers at each property corner with visually opaque board-on-board fence in between each pier.
- b. The side and rear facade of these units will incorporate architectural trim, shutters, exterior materials and fenestration identical to the front facade of the units.

7. **Enhanced Buffer for Residential Structures Abutting Crosstrail Boulevard.** The Applicant agrees to increase the amount of screening materials planted in the fifty (50) foot wide buffer yard between Crosstrail Boulevard and residential lots that abut Crosstrail Boulevard so that such plantings comply with the screening requirements set forth in Section 12.8.2.G.2.c. of the Town Zoning Ordinance.

8. **Covenants, Conditions and Restrictions.** The Applicant shall create covenants, conditions and restrictions to coordinate development within the Property, which shall address all proffered design elements and such items as architectural controls, signage, building materials, lighting and landscaping. An Owners Association(s) or another identifiable single entity (i.e., owner) shall be formed to oversee the on-going management and maintenance of the common areas of the Property, including landscaping and maintenance of such common areas.

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D. Transportation.

1. Proposed improvements to public roads will consist of the dedication, construction, and/or improvement of the portions of Route 7, Crosstrail Boulevard, River Creek Parkway, Russell Branch Parkway and Route 653 located on the Property or off-site as depicted on Sheet 6A of the Concept Plan and on Loudoun County Plan #CPAP2005 0045. The Applicant will also construct all other private roadways, travelways, and parking lots illustrated on Sheet 6A of the Concept Plan as development plans for portions of the Property including such features are approved by the Town. Design and construction of any private streets, parking areas and entrances adequate to ensure ingress and egress to public roadways will be submitted for review and approval by the Commonwealth of Virginia Department of Transportation (hereinafter called the "**VDOT**") if the roadway will be maintained by VDOT, or the Town if the roadway will be maintained by the Town, as a part of the subdivision or development plan process for affected portions of the Property. Transportation improvements proffered herein will include acceleration, deceleration, and return lanes where required to provide safe access for development on the Property and shall be constructed in accordance with applicable Town or VDOT roadway standards.

2. Prior to the issuance of the first permit for occupancy of a building constructed on the Property, the Applicant will construct the roads depicted on Sheet 6A that are described below to substantial completion including: placement of all pavement (with the exception of the final surface course) with all required signage and all pavement markings installed; authorization for opening each road section by The Town of Leesburg and/or VDOT depending upon maintenance responsibility of the new roads; and shall open such roads to traffic:

- a. Interchange: A grade-separated diamond shaped interchange at the intersection of Route 7/Crosstrail Boulevard. Interchange construction will include realignment of River Creek Parkway as depicted on Sheet 6A (Loudoun County Plan #CPAP20050045) and will include provision of traffic signalization consistent with the VTRC Interchange Selection Guide.
- b. Crosstrail Boulevard: A four lane divided section within 120-foot right-of-way from the intersection with Route 7 through the intersection with Russell Branch Parkway to a point where grading would not encroach into the FEMA 100 year floodplain with the understanding that the portion of Crosstrail Boulevard from Russell Branch Parkway to the FEMA 100 year floodplain will not be opened to traffic until Crosstrail Boulevard is connected by others to the southern Property boundary. The Applicant will design Crosstrail Boulevard to a point that ensures the adequate road crossing of Tuscarora Creek (approximately 500 feet beyond the southern property boundary). The Applicant will also provide FEMA floodplain studies and alteration studies for the portion of the Property where Crosstrail Boulevard crosses Tuscarora Creek to ensure the vertical alignment of the road is adequate.
- c. Russell Branch Parkway: A four lane divided section within 90 foot right-of-way from the eastern Property boundary to the western Property boundary. The four lane divided

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section of Russell Branch Parkway will connect to Route 653 via a transition on the Property composed of a two lane road section. Relocation of Route 653 shall be approved by Loudoun County.

- d. The Applicant shall install, at such time as required by warrants, the following signalization, based on the latest edition of the Manual on Uniform Traffic Control Devices, as determined by the Town or VDOT as applicable:
 - i. Signalization at the intersection of Crosstrail Boulevard and Russell Branch Parkway; and
 - ii. Signalization at the first and second roadway crossover on Russell Branch Parkway to the west of the intersection of Crosstrail Boulevard and Russell Branch Parkway. The Applicant shall install pedestrian countdown signalization devices at the time each signal is installed to assist pedestrian crossings between Land Bays B and C.

3. Route 653: The existing signalization at the intersection of River Creek Parkway and Route 7 and the existing signalization at the intersection of Route 7 and Route 653 will be removed.

4. Existing access from Route 653 to Route 7 will be terminated at its current location at such time as access to the Property is available via the grade-separated interchange described above in Proffer I.E.2.a.

5. The Applicant shall provide for temporary construction access to the Property from Route 7 and/or from Route 653, including, but not limited to roadway improvements, signage and pavement markings required to provide safe access to public roadways.

6. At the time of approval of the first record subdivision plat or final development plan for adjacent sections of the Property, the Applicant shall create and grant to VDOT with no compensation a no-access easement along the Property's Route 7 frontage with the exception of the area for access to the Route 7/Crosstrail diamond-shaped interchange. The intent of the easement is to prohibit direct access to Route 7 from the Property, but shall not preclude access via Crosstrail Boulevard.

7. In lieu of contribution of the sums indicated and listed in the Town Plan as adopted pursuant to Town Resolution 97-216, the Applicant agrees to construct and dedicate to VDOT the grade-separated interchange at the intersection of Crosstrail Boulevard and Route 7 as illustrated on the Concept Plan as its pro-rata share toward the Town transportation improvement fund supporting the commercial, office, and residential uses on the Property. This donation shall be in the form of actual construction. The Applicant shall complete such construction prior to issuance of the Occupancy permit for any building constructed on the Property.

8. The Applicant agrees to relocate to the west the current entrance to the Holiday Inn at Carradoc Hall by approximately 450 feet, including the extension of the existing Route 7 westbound

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acceleration/deceleration lane to this new entrance and the construction of an acceleration lane for approximately 1,000 feet west of the new entrance to provide a safe merge back into the westbound through traffic. In addition to these Route 7 improvements, the Applicant will extend the new entrance from Route 7 to the parking lot and repair or replace, as appropriate, decorative landscaping and/or lawn area affected by the entrance relocation, provided any needed property access permissions for this work are granted. The Applicant will pay for and construct these improvements to the Carrodoc Hall entrance as described above, as part of its funding of the construction of the Route 7/River Creek Parkway interchange.

9. Sheet 6 of the Concept Plan depicts the pedestrian circulation network for the Property. The bridge-portion of the Route 7 / River Creek Parkway interchange will include a ten (10) foot wide sidewalk along the west side and a twelve (12) foot wide trail along the east side. Both will be extended to the north to connect into the existing Potomac Station sidewalk network along River Creek Parkway and to the south to the Village at Leesburg sidewalk network. The pedestrian elements of the interchange are depicted on design plans for the interchange (Loudoun County Plan #CPAP20050045). Notwithstanding the typical cross section on Sheet 6 for Crosstrail Boulevard, the Applicant will build a six-foot wide sidewalk along the west side and a ten-foot wide trail along the east side. Along Russell Branch Parkway, the Applicant will build an eight-foot wide trail along the northern side and an eight-foot wide trail along the southern side. All other pedestrian walkways within the Village of Leesburg will be as shown on Sheet 6.

10. Prior to the issuance of the first permit for occupancy of a building constructed on the Property, the Applicant will establish locations on the Property suitable for transit stops by a shuttle operated by the Town, the Virginia Regional Transportation Service or other provider and will cooperate with and support such service provider to facilitate bus service to and from the Property and the Town Historic District.

11. Prior to issuance of the first permit for occupancy of a building constructed in Land Bays D or E, the Applicant agrees to construct a half section of Russell Branch Parkway from the western Property line to the Town's Wastewater Treatment Plant. Such construction will be consistent with Town Development Regulations and will be predicated on the Town obtaining the right-of-way or on receipt at no cost to the Applicant of the right-of-way necessary to construct the half section of Russell Branch Parkway to provide access to the Town's Wastewater Treatment Plant via Russell Branch Parkway.

12. Prior to issuance of the first permit for occupancy of a building constructed in Land Bays D or E, the Applicant agrees to install pedestrian countdown signalization devices at the intersection of Crosstrail Boulevard and Russell Branch Parkway.

E. Residential Recreation. The recreational amenities shown in Land Bays B and C will be provided in the locations that substantially conform to those illustrated on the Concept Plan, with the understanding that such amenities may shift within the areas shown on Land Bays B and C. The community center in Land Bay B will be built within the adjacent residential building and will include, at a minimum, a fitness center, business center, media room and entertainment/social area that will

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collectively be at least 3,500 square feet, as well as an outdoor pool and outdoor social area. The bocce courts and lawn games area will be built concurrently with the adjacent residential buildings and will be available for use prior to issuance of occupancy permits for such buildings. All amenities in this proffer shall be constructed consistent with the phasing requirements of Section 9.3.12.E. of the Town Zoning Ordinance. All of these outdoor recreational amenities such as parks, open space, trails, bocce court, greens, etc., that are constructed on the Property will be built by the Applicant and will be available to all residents. Prior to issuance of the first permit for occupancy of a building constructed on the Property, the Applicant agrees to pay the Town Four Hundred Thousand Dollars (\$400,000.00) to be used for the purchase or construction of improvements or equipment for public recreational facilities at Ida Lee Recreation Center. At the time of issuance of a zoning permit for each applicable unit the Applicant agrees to pay to the Town One Thousand Dollars (\$1,000.00) per residential dwelling unit to be used by the Town for the purchase or construction of improvements or equipment for public recreational facilities at Ida Lee Recreation Center.

F. Workforce Housing. The Applicant will make available for initial sale or rent up to a total of 10 multi-family units within Land Bays A and B for a Workforce Housing initiative within the Town. These units will be offered for sale or rent at a discount of twenty percent (20%) from the market price of the comparable unit developed on the Property. The goal of the Workforce Housing initiative will be to increase housing opportunities within the Town for local government employees. The Applicant will cooperate with the Town on the development of administrative guidelines deemed necessary to implement this program.

II. SEQUENCING OF CONSTRUCTION

Once construction of the interchange described in Proffer I.D.2.a. herein has started, the Applicant shall have the right, subject to appropriate jurisdictional approval of requisite plans, plats and permits and the posting of associated bonds, to initiate site development and building construction on the Property, (defined herein as issuance of a zoning permit by the Town), allowed under those approved plans. However, no occupancy permits shall be issued for any completed structure on the Property until the transportation improvements related to such development described herein are constructed to substantial completion and are open to traffic. Upon completion of the construction and opening to traffic of the transportation improvements described in Proffer I.D., all uses described on Sheet 3A of the Concept Plan may be constructed on the Property.

III. INTERCHANGE

The diamond shaped interchange to be constructed by the Applicant in accordance with these proffers shall be constructed, subject to approval and modifications required by VDOT, to a design that seeks to utilize concrete form liners and concrete stain to simulate a stone façade to the abutments and wing walls of the interchange, and to landscape the banks of the interchange with trees and shrubs, as depicted on Sheet 8D of the Concept Plan. The Applicant will provide pedestrian lighting on the bridge and will utilize light fixtures that incorporate traditional design details, subject to approval by VDOT. The Applicant will use its best efforts, subject to compliance with VDOT and Corps of Engineer ("COE") regulations, to retain existing vegetation growing within the areas of the interchange

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not required by VDOT approved plans for construction of roadway related improvements and, to the extent possible consistent with VDOT and COE regulations and interchange design plans, plant native vegetation within the interchange areas not utilized for right-of-way. The Applicant will reestablish the Potomac Station community sign at the intersection of Potomac Station Drive and River Creek Parkway, in a location selected by the Potomac Station Homeowners' Association and in a manner mutually agreed upon by the Applicant and the Association. The community sign will be subject to all regulations and limitations of the jurisdiction in which it is located. The Applicant will landscape that portion of River Creek Parkway north of Route 7, that is disturbed by the interchange construction, with the goal of restoring the character of the streetscape between Potomac Station Drive and Route 7 that existed prior to the interchange's construction. The sign relocation and landscaping shall be moved or planted prior to opening of the interchange for public vehicular access.

IV. LIGHTING

All freestanding parking lot lights located on the Property (with the exception of lighting fixtures on the top surface of elevated parking decks) shall have a maximum height of twenty feet (20') and shall have fixtures which direct light downward and inward. All lighting on the top surface of elevated parking decks constructed on the Property shall have a maximum height of five feet (5') unless an alternative height is approved by the Board of Architectural Review during the H-2 review process and shall have fixtures which direct light downward and inward. Applicant shall design and construct all lighting on Property to standards set in the DCSM Section 7-670, and said illumination on the Property shall not be visible from off of the site where the lights are located at levels in excess of those allowed in DCSM 7-670. The Applicant shall provide photometric information on site lighting to the Board of Architectural Review during the H-2 review process.

V. RECREATION TRAIL AND FLOOD PLAIN

A. Recreation Trail. Concurrently with approval by the Town of Leesburg Department of Parks and Recreation and subdivision approval for adjacent portions of the Property, the Applicant will build a ten-foot wide recreation trail constructed with asphalt or concrete consistent with DCSM Standards within the Tuscarora Creek floodplain which will provide a linkage to the recreation amenities in the western portion of the Property and will connect to Russell Branch Parkway, as depicted on Sheet 5 of the Concept Plan. Portions of the recreation trail may be located upon that portion of the Property that overlays a sewer easement. The recreation trails will be built wider than ten (10) feet to allow the Town vehicular access to maintain the sewer and to access the pump station referenced herein in Section X. The extent and width of this portion of the trail needed by the Town for vehicular access will be determined at the time of final development plan review. The Applicant will submit all necessary flood plain studies and applications for 100 year floodplain alteration to the Town and FEMA for review and approval. The Applicant and/or owners association will maintain all portions of the trail not conveyed to the Town for operation and maintenance of the pump station and sewer line.

B. Restrictive Covenant. The Applicant will record a restrictive covenant limiting the use of the Property that is outside of the Town limits along the southern boundary to open space, subject to the

location of any necessary utilities to serve the Property. The covenant will be recorded prior to or simultaneous with the first Record Plat for the uses within Land Bay C.

VI. LANDSCAPING/BUFFERS/WETLANDS

A. Along the portion of the Property that abuts Route 7, there shall be buffer yards planted with screening materials as illustrated on Sheet 7 of the Concept Plan or on the plan attached hereto and incorporated herein by reference entitled "Route 7 Landscape Buffer – Final Development Plan Revision," prepared by Hord, Coplan and Macht, dated June 2, 2009, in compliance with the Town's Zoning regulations at the time of development. This buffer and all landscaping shown on the Concept Plan shall be bonded and constructed by the Applicant concurrently with adjacent development. Bonding of the landscape buffer shall be administered by the Zoning Administrator of the Town of Leesburg. All surface parking areas shall be designed and landscaped per the requirements of the Town Zoning Ordinance and the Design and Construction Standards Manual. All landscaping shall be planted to ensure adequate sight distance is maintained at proposed intersections and the grade-separated interchange.

B. Modification Number 2 is further defined to state that the full 35 foot landscape screen will be provided on the south side of Russell Branch Parkway except where wetlands exist as designated on the Concept Plan.

VII. SOUND ABATEMENT

The Applicant shall prepare and submit to the Town for review a noise impact study of the interchange upon existing adjacent residential structures located north of East Market Street. The noise impact study will be consistent with the standards of VDOT and FHWA. The Applicant will implement the recommendations of said noise study in cooperation with the Potomac Station Homeowners Association and affected homeowners, subject to availability of necessary land being provided at no cost to the Applicant. Any noise attenuation improvements will be constructed by the Applicant and at the Applicant's expense, concurrently with the construction of the Interchange described in Proffer I.D.2.a, and will be in place prior to the initial operation of that portion of the interchange mandating the improvement. Should the final noise attenuation improvements include concrete walls, such walls will be cast on both sides with form liners and concrete stain to simulate a stone façade similar in appearance to the abutments and wing walls of the interchange, referred to in Proffer III. Additionally, both sides of the noise attenuation improvements will be landscaped in an equivalent manner, subject to available space for plantings, in cooperation with the Homeowners Association and affected homeowners.

VIII. UTILITIES

In the sub area of the Property where a Town owned and operated public gravity sewer conveying flows to the Town of Leesburg Waste Water Treatment Plant is not available, the Applicant will construct on the Property, at its own cost, an interim pump station. An interim pump station would be in place until the ultimate pump station identified in the Town of Leesburg Water and Sewer

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Master Plan, or a suitable and approved alternative is constructed and in operation. All associated easements on the Property including those necessary to link the interim pump station with the ultimate pump station described below will also be reserved for such access with pump station construction plans. The cost of construction of the on-site interim pump station will be borne by the Applicant. The interim pump station design will be subject to approval by the Town Engineering and Utilities departments as well as the Virginia Department of Environmental Quality. The Applicant shall be responsible for the extension of water and onsite gravity sewer to the Property at no cost to the Town, and shall be responsible for payment of all water and sewer pro-rata fees. The Applicant acknowledges the close proximity of the Property to the Town's Water Pollution Control Facility (WPCF) and potential for occasional odor problems. The removal of the existing tree buffers between the Town's WPCF and the Property may further impact this problem. Where possible, the Applicant shall preserve or plant a tree buffer between the WPCF and this development consistent with Zoning Ordinance requirements.

**IX. ANNEXATION AREA DEVELOPMENT POLICIES
AND CAPITAL FACILITY PAYMENTS**

Construction of the regional transportation improvements described in Proffer I.D.2.a. satisfies Town Resolution 2005-111 for all residential units on the Property.

The Applicant agrees to pay up to Two Million One Hundred Thirteen Thousand One Hundred Fifty-Nine and 00/100 Dollars (\$2,113,159.00) to the Town to offset any payments owed to the County under the Annexation Agreement. One Million One Hundred Fourteen Thousand Eight Hundred Sixteen and 35/100 Dollars (\$1,114,816.35) has been paid for the 335 dwellings constructed in Land Bays A and B as depicted on the Concept Plan. Three Thousand Three Hundred Twenty-Seven and 81/100 Dollars (\$3,327.81) will be paid for each additional dwelling unit constructed on Land Bay C of the Property. The above payments have been made and will be made at the time of issuance of a zoning permit for each residential unit constructed on the Property. Said contributions shall be made to the Town if the AADPs are no longer applicable or if the Town has met its obligations under the AADPs.

X. FIRE AND RESCUE CONTRIBUTION

Prior to the issuance of each zoning permit, the Applicant shall make a one-time contribution of One Hundred Twenty Dollars (\$120.00) per residential dwelling unit constructed on the Property and ten cents (\$.10) per gross square foot of building area payable to the Town of Leesburg for distribution to the fire and rescue companies providing service to the Property. The contribution shall be divided equally between the primary servicing fire and rescue companies. This contribution shall escalate on a yearly basis from the base year of 2005 and change effective each January 1 thereafter based on the Consumer Price Index (CPI) for the Washington Metropolitan SMSA.

XI. FIRE ALARM AND SPRINKLERS

All buildings on the Property shall include automatic sprinklers, designed and installed to applicable building code standards.

XII. H-2 CORRIDOR REGULATION

The entire Property depicted on the Concept Plan is subject to the H-2 Corridor Design Guidelines. Prior to approval of the site plan for any commercial or residential uses on any portion of the Property, the Applicant shall submit the Village Center Design Guidelines, as amended, to the Board of Architectural Review (“BAR”) for review and approval. Prior to site plan approval for the North “A” Land Bay as shown on Concept Plan Sheet 3A, the Village Center Design Guidelines shall be revised to indicate the building typologies set forth on Sheet 3A of the Concept Plan.

XIII. FIBER OPTIC CABLE

The Applicant will install conduit for fiber optic cable through the Property as necessary to allow for future distribution by appropriate fiber optic service providers. The Applicant will work with each of the service providers to extend fiber optic services to all parts of the project.

XIV. MARKET STUDIES

The Applicant will fund a study, undertaken in conjunction with the Town’s Department of Economic Development, of the market for and economic feasibility of construction and operation of large plate Class A office space in the Town of Leesburg and a hotel of at least 100 rooms to be located in the I-1 zoned portion of the Property, including the market and economic feasibility of additional hotel services (ranging up to a full-service hotel). The study will be initiated within one year of the date of the zoning approval and completed prior to the submission of any final site plan or record plat for development of permitted or special exception uses on the I-1 portion of the Property.

XV. MISCELLANEOUS

Should any provision or portion of these Proffers be declared by any Virginia or federal court of competent jurisdiction to be invalid, the same shall not affect the validity of these Proffers as a whole, or any part thereof, other than that which is so declared to be invalid. These proffers are filed in accordance with Section 15.2-2303 of the Code of Virginia, as amended, and Section 3.3.16 of the Town Zoning Ordinance.

The Applicant agrees to indemnify the Town for reasonable attorney fees, expenses and court costs incurred by the Town in defending any action by Loudoun County to challenge approval of TLZM 2010-0003 that is timely filed pursuant to Section 15.2-2285F of the Code of Virginia. In the event an action filed by Loudoun County or the Loudoun County School Board to challenge approval of TLZM 2010-0003 results in a final unappealable judgment against the Town requiring capital facility payments pursuant to Town Resolution 2005-111 for the 335 dwelling units developed in Land

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Bays A and B of the Property, the Applicant agrees to indemnify the Town for payment of a judgment in an amount not to exceed Two Million Six Hundred Sixteen Thousand Fifteen and 00/100 Dollars (\$2,616,015.00) (335 dwelling units x \$7,809).

The term "DEDICATION" as used herein shall mean convey by general warranty deed fee simple title to the land to the Town or VDOT, free and clear of any defects in title liens or encumbrances at no cost to the Town or VDOT in a form approved by the Town Attorney. The term "easement" as used herein shall mean grant by deed and easement interest to the Town or VDOT at no cost to the Town or VDOT in a form approved by the Town Attorney.

The Applicant agrees that approval of this rezoning does not express or imply and 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. Final plats, development plans, and construction drawings for development on the Property are subject to the applicable Town regulations.

The Applicant warrants that all of the owners of the Property have signed this Proffer Statement, that they have full authority to bind the Property to these conditions, and that they have voluntarily subjected the Property to these proffer conditions.

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OWNER:

CARLYLE/CYPRESS LEESBURG I, LLC

By: _____

COMMONWEALTH OF VIRGINIA

COUNTY OF LOUDOUN; to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared Mark Rone as Agent of Carlyle/Cypress Leesburg I, LLC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 20__.

Notary Public

VILLAGE AT LEESBURG
PROFFER AND CONCEPT PLAN AMENDMENT
TLZM 2014-0006
STATEMENT OF JUSTIFICATION

July 9, 2014

Overview

After the November 8, 2005, approval of Town Resolution 2004-0005 permitting development of the Village at Leesburg (the "Project") the owners of Project land areas north of Russell Branch Parkway and west of Crosstrail Boulevard and Town of Leesburg representatives worked together to fine-tune the Project implementing changes that are consistent with the mixed use vision of the Project. The Project has developed into a mixed use employment center, with office and service uses in close proximity to retail, restaurant and high density residential uses on 57.20 acres of real property collectively described as "Land Bays A and B". As shown on Sheet 3 of the Concept Plan offices in a variety of configurations, including stand-alone buildings in Buildings CC, DD and EE, and office over retail in Buildings B and E, have been constructed in Land Bay A of the Project. Up to 210,440 square feet of office uses may be constructed and leased in Land Bays A and B of the Project. To date 155,000 square feet of the Project office space in Land Bay A has been constructed, but only 60% of such space has been occupied. Approximately 21% of the Project retail space is currently not leased. The applicant, Rappaport Companies, on behalf of the owners of the B-4 zoned portion of Land Bay A, less and except Buildings CC, DD and EE, located north of Village Market Boulevard and east of Dodona Terrace, plans to help lease unoccupied retail space in Land Bay A by removing the 28,000 square foot restriction upon the amount of restaurant leasable area in Land Bay A. If approved, the revision would allow restaurant uses to be developed in Land Bay A on the same unrestricted

basis as they may currently be developed in Land Bay B. No other changes to the Project concept plan are proposed in this application.

The Project Owners appreciate the cooperation and support of the Project provided to date by Town Council, the Town Planning Commission and Town Staff. Three Hundred Thirty-Five multifamily dwellings have been interspersed in Land Bays A and B to complement the mixed use vision of the Project. Application TLZM 2011-0002, designed to integrate Land Bay C into the mixed use activities of Land Bays A and B to increase the absorption rate of offices in the Project while supporting Project retail and recreation uses, was approved. The owner of Land Bay C plans to build upon and support Project approvals by constructing 168 market rate dwelling units on Land Bay C to be occupied by residents who could easily walk to work, shops, services and recreational facilities in Land Bays A and B. On January 10, 2012, Town Council approved TLZM 2010-0003 that shifted and slightly increased retail and office uses within Buildings X and Q in Land Bay B of the Project and allowed accessory B-4 uses to be developed in Buildings CC, DD and EE.

The Applicant proposes to energize the mixed use core of the Project by permitting retail areas to be leased in Land Bay A for either retail or restaurant use without increasing the current overall restriction on Sheet 3A of the concept plan for such uses. The concept plan revision would note that restaurant uses may be developed in Land Bay A wherever retail uses are permitted. With the exception of the permission to develop either retail or restaurant uses in Land Bay A as is permissible in Land Bay B, no other changes to the Project are proposed by this application.

Submittal Requirements

Section 3.3.3 of the Town Zoning Ordinance permits a property owner to initiate an application to amend proffers and a related concept development plan. No Town Plan amendment is required to remove the constraint upon development of restaurant uses in Land Bay A consistent with Land Bay B requirements.

Due to the limited scope of the proposed amendment, waiver of several submission materials is appropriate as noted below and in the waiver request letter that accompanies this application.

The Applicant has submitted items required by Zoning Ordinance Section 3.3.6 as follows:

- A. An application for amendment of the proffers and concept plan;
- B. The fee for proffer and concept plan amendment (due to payment of the rezoning fee);
- C. A disclosure statement;
- D. The required copies of the revised Concept Plan;
- E. This Statement of Justification;
- F. Revisions of the Proffers; and
- G. A reduced plat.

The archaeological/historic information requested by Zoning Ordinance Section 3.3.6 has not been submitted due to the fact that the required information was previously submitted to the Town. A traffic impact study and fiscal impact analysis are not included due to the limited scope

of the application and similarity of uses. A grading plan is not included because Land Bays A and B are fully developed. Building elevations are not included because the structures to be used for the restaurant uses have been constructed. A lighting plan is not submitted because a lighting plan for the Project was previously approved.

The Proposal is Consistent with Policies in the Town Plan

The Town Plan classifies the 150 acre Village at Leesburg Project as “Regional Office”.

Town Plan policies for Regional Office include the following:

1. To help meet the need for a broad spectrum of local and regional employment that offers high paying jobs and supports a balanced tax base.
2. To provide some of the daily retail and service needs of people associated with the primary office use in a convenient manner that reduces automobile use.
3. To provide these service and retail uses within walking distance of the primary office uses.
4. To provide a high degree of regional and local transportation accessibility, including automobile, bus, pedestrian, and bicycle modes of transportation.
5. To encourage development along the major gateway corridors into Town that is compatible with adjacent uses and Leesburg’s character.
6. To provide [as] an option, additional retail and service uses and residential uses, where the Town determines that it promotes compatibility with residential areas, reduces automobile traffic, and/or provides a multi-activity environment. (See the “Optional Uses and Design” subsection, below.)

Town Plan Regional Office Optional Uses and Design policies include the following criteria to evaluate mixed use proposals:

1. Any retail and service uses may be considered that provide for daily and weekly needs of people associated with the project, and

for comparison and entertainment shopping for a larger market area.

2. Individual retail tenant building size should not exceed 60,000 square feet, with a footprint of no more than 30,000 square feet.
3. The office component of a project should be the predominant use as construction occurs.
4. Regional office projects that include a retail and/or residential component must be approved under a single integrated plan of development and designed as a well-integrated unit.
5. Land use or intensity/density transitions should be provided between nonresidential uses and existing residential areas.
6. Such a project should offer the benefits of convenience, accessibility, and social and economic vitality.
7. Such a project should combine uses vertically or horizontally to achieve convenience and walkability.
8. Such a project should have a Main Street character with a fine-grained land use pattern at a human scale. Blocks are typically not more than 400 foot long.
9. Buildings should be located at the edge of the street right-of-way and have entrances every 25 to 50 feet along the right-of-way.
10. Design elements should be integrated with wide sidewalks, street trees, benches, and entrances to buildings at the edge of street rights-of-way, bicycle facilities, structured parking, and usable public spaces.
11. Buildings should be at least two stories.
12. All facades of buildings should be designed with architectural detail consistent with that of the front elevation of the building.
13. Pedestrian circulation should be designed as an integral part of the development.
14. Vehicular and pedestrian links should extend into the surrounding development.
15. Streets should be designed for the comfort and convenience of pedestrians, including wide sidewalks, street trees, and benches and other amenities. Street design should calm automobile traffic

and provide appropriate accommodations for public transportation and bicycles.

16. Such a project should provide 10 percent of the gross land area for outdoor amenity and use, preferably to include a connective character between or among various uses.
17. Parks and streets should be designed to support adjacent uses.
18. Landscaping should exceed ordinance requirements and should be part of the streetscape, parks, and open spaces.
19. Such a project should be designed to encourage pedestrian use and discourage automobile use.
20. Such a project should provide accessibility and internal circulation for automobiles, public transportation, bicycles, and pedestrians.

At the time of Project approval, Town Council acknowledged the Project application met the following Regional Office criteria:

1. Helps meet the need for a broad spectrum of local and regional employment that offers high paying jobs and supports a balanced tax base;
2. Provides a high degree of local and regional transportation accessibility, including automobile, bus, pedestrian, bicycle modes of transportation;
3. Provides a multi-activity environment; and
4. Retail and service uses are located within office buildings and oriented to the interior of the site and are within walking distance of the office buildings that they serve.

The Town Plan encourages mixed-use developments such as the Village at Leesburg because they promote walkable communities that are not dependent on vehicles for internal trips. The application will have a negligible impact upon adjacent road networks, due, in no small part, to the walkable character of the proposed use in a mixed-use project and the grade-separated interchange, Crosstrail Boulevard and Russell Branch Parkway improvements constructed as part of the Village at Leesburg.

The Project has been developed consistent with Town Plan Optional Uses and Design policies described above. Consistent with Town Plan goals, Land Bays A and B of the Project have been developed with 155,000 square feet of offices, a 45,000 square foot commercial recreation facility, a 62,000 square foot theater, and substantial retail and restaurant uses, including a 140,000 square foot Wegmans. As developed the Village at Leesburg is a good example of a project that includes the mixed use characteristics described on pages 51-52 of the Town Plan.

Since the November 8, 2005 approval of the Project, the owners of the Village at Leesburg have made every effort to lease the remaining office and retail space constructed in the Village at Leesburg. Despite such efforts approximately 60% of the office space in Land Bay A has been leased reducing the tax revenues that could be generated from such office space as well as from retail space that could be leased if sufficient foot traffic were on the street to patronize such establishments.

The Applicant thanks Town Council, the Town Planning Commission and Town Staff for supporting the Village at Leesburg. It is hoped TLZM 2014-0006 will be approved to enable the Applicant to continue development of the Village at Leesburg consistent with the purpose and intent of the Town Zoning Ordinance and the goals and policies of the Town Plan.

PUBLIC HEARING

TLZM-2014-0006 Village at Leesburg, Mike Watkins, Senior Planner

The applicant, Rappaport Companies, represented by Mike Banzhaf, is requesting an amendment to the TLZM-2010-0003 Concept Plans and Proffers to revise limitations on restaurant square footage in the Village at Leesburg. Mike Watkins noted that it was a fairly straight forward application that affects Land Bays A, B, D and E. Land Bay C, which is the residential land bay to the south have their own separate Concept Plan and Proffers and will not be affected by the application. Mr. Watkins summarized the application which includes a Concept Plan Amendment to eliminate the proffered restriction for restaurant use in Land Bay A, located on the north side of Village Market Boulevard, and will result in changes to notes and tabulations which have been included in the staff report. He noted that no by-right restrictions for restaurant uses exist in the B-4 district and no new building square footage is proposed. The application also involves a Proffer Amendment to revise the language of the proffers to reflect the changes to the Concept Plan. The existing Proffer limits restaurant use to 28,000 square feet. The proposed application would allow a Retail/Restaurant use totaling 343,000 square feet which is the sum of the existing retail square footage of 315,000 square feet plus the allowable restaurant square footage of 28,000 square feet.

Commissioner Robinson asked Mr. Watkins to explain the footnotes on the Development Tabulations table associated with restaurant and retail use which were not identified in the staff report. Mr. Watkins read that footnote #12 which states “May develop hotel/retail in Land Bay A as shown on sheet #3 OR any B-4 uses shown in the table above as shown on sheet #3B. Note: Proposed Gross Square Footage increases to 848,400 Gross Square Feet if Hotel use is proposed in lieu of Theater.” He explained that he did not include the foot note in the staff report as the applicant had already elected to, and built, a theater and it didn’t apply to the proposed application. He further explained that the applicant had an option to construct either a hotel or theater in that portion of Land Bay A and the language has remained to allow the applicant to retain the flexibility for the future, i.e. if at some point in the future, the theater was no longer being used, the applicant would have the option to build a hotel. The hotel and theater each have their own square footage. Commissioner Robinson asked if the footnote language could be changed to be more specific and Mr. Watkins answered that the Planning Commission could ask the applicant to do so as a part of this application. Footnote #13 on the existing Development Tabulations Table, states that the 315,000 square foot of retail includes the Wegmans store. Chairman Hoovler asked that the staff report be revised to include the footnote information.

Mr. Watkins continued his presentation and discussed land use location and clarified the location of the shared uses north of Village Market Boulevard; property zoning, noting that there were no changes to the boundaries of the zoning districts; and Town Plan land use which determined that the proposed uses and densities are consistent with previous approvals, are generally consistent with the elements of the Town Plan’s goals and objectives and have no negative impacts on the adjacent road network. Rezoning approval criteria was also addressed and staff had determined the proposed application was consistent with the Town Plan including Land Use Compatibility policies; binding agreements with Loudoun County, as amended, or any regional planning issues as applicable; traffic impacts are mitigated; compatible with surrounding neighborhood use; and

adequate public facilities were provided. Mr. Watkins concluded with staff's recommendation of approval.

Mike Banzhaf, representative for the applicant, explained that the applicant was requesting that the same flexibility provided on the south side of Village Market Boulevard in Land Bay B, which has no restriction on restaurant use, be allowed on the north side in Land Bay A. He discussed some improvements to the property including lighting, painting changes to be more visitor friendly, and the possibility of redoing the central core in an effort to draw more people into the center area. He noted that the residential area was fully leased and the retail is mostly leased, but not to the extent that it should be. He explained that tenancy changes frequently and there currently is an increased demand for restaurant over retail noting the potential benefit of increased BPOL income being generated as the unleased retail use becomes leased restaurant use.

Commissioner Robinson asked if the applicant was willing to "clean up" footnote number 13 and remove the hotel. Mr. Banzhaf answered that he would need to ask the applicant but felt it would be highly unlikely as they have invested considerable money in the development and uses can change. The applicant would like to be able to build a hotel should the theater use go away without having to go through a Concept Plan Amendment process. Commissioner Robinson asked if it would be possible to amend the language to indicate the square footage was already built and the applicant reserves the right to change the use for future use. Mr. Banzhaf answered that it was.

Commissioner Robinson asked staff to clarify the difference between retail traffic and the proposed full build out restaurant traffic. Mr. Watkins answered that the applicant is asking for the option to build either retail or restaurant. Trips are assigned based on use and square footage and staff was unable to assign a specific traffic generation for the uses because they are going to vary. Staff did a quick analysis based on current square footage, which is roughly 19,000 square feet, and due to the improvements the applicant has made to Russell Branch Parkway, the improvements made to the intersection of Cross Trail and Russell Branch, the construction of the interchange and the site having four points of ingress and egress, staff was not able to identify any one particular component, whether it be the operation of the intersection or building capacity, that would be negatively impacted due to the proposed square footage restaurant use. Commissioner Robinson noted that there is only one exclusive way to get to Route 7 and noted that it was challenging at times due to seasonal and holiday traffic. Mr. Watkins explained that there was a site plan under review to connect Russell Branch to Battlefield and that staff does not plan for the worst case. It is necessary to balance the worst case with the analysis for trip generation and understands that seasonal impacts affect the Village at Leesburg. Staff performed a standard review of the application and its impact on the road network and did not find a deficiency in any of the intersection operations. Mr. Banzhaf noted that the applicant had actually over proffered road development and once the connection to Battlefield is made, the traffic situation will improve and felt a traffic study was unnecessary.

The Planning Commission engaged in minimal discussion and Commissioner Kidder made the following motion:

I move that Zoning Map Amendment TLZM-2014-0006, Village at Leesburg, be forwarded to the Town Council with a recommendation of approval for the reasons stated in this staff report, and on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have been satisfied and that the proposal would serve the public necessity, convenience, general welfare and good zoning practice.

Commissioner Welsh Chamblin seconded the motion and the motion carried 5-0-2 (Burk and Harper absent).

SUBDIVISION AND LAND DEVELOPMENT

ZONING

TLHP-2014-0060 Request for Modification – Jerry’s Chevrolet – 610 East Market Street, Tom Scofield, Preservation Planner

Tom Scofield gave a brief summary of the modification request which involves a request to add a new structure to the facade creating a portal for the primary customer entrance, face the new entrance introducing a new, nonconforming secondary building material, and introduce an additional color (blue) to the building’s exterior color palette. He also discussed the site visit attended by Chairman Hoovler and Commissioners Kidder, Robinson and Burk on September 25, 2014. Concerns expressed during the visit included the impact the portal would have on the existing handicap parking spaces, attachment of the portal versus adherence to the existing building, a reduction in portal size, and the location of portal in relation to the existing building. Mr. Scofield noted that the proposed portal would extend four feet and six inches and will not affect handicap parking. The canopy will extend a little further but would provide protection from inclement weather for those spaces. Staff had previously asked the applicant to reduce the size of the portal which the applicant has not concurred with, as this is the smallest portal provided by Chevrolet. Staff has also recommended making the legs of the portal gray, however, upon seeing a sample of the gray metal, has rescinded the request. The finish is actually a shiny metallic finish which would not provide the anticipated benefit of making the legs gray. Staff has added two new conditions to its recommendation which require the portal to be detached and located twenty-four inches from the building and limiting this modification for this user only. Should the owner or the use change, the portal would have to be removed. The applicant has agreed to the two new conditions. Mr. Scofield reviewed the two compensating features to be considered which is the distance of the site from the Old & Historic District and the portal being separated from the existing building by a distance of twenty-four inches. He explained that if the portal were to be adhered to the building, it would increase the nonconformity of the building.

Commissioner Barnes asked the applicant if the portal was required by General Motors. Steve Wagner, the applicant’s architect, answered that the portal is Chevrolet’s corporate brand and identifies the facility as a Chevrolet dealership. Gary Cohen, the applicant, stated that it is required as it is a GM Brand Element. Mr. Wagner explained that Chevrolet initially wanted the entire building wrapped in the gray metal and has since conceded to the addition of the portal only. Mr. Cohen noted that even with the portal, his store will not be in compliance with Chevrolet.

Commissioner Robinson asked how close the portal can be to the building and still be considered removed and how the Jerry’s sign would be mounted. Mr. Wagner answered that it could be

PRESENTED: October 28, 2014

ORDINANCE NO. _____

ADOPTED: October 28, 2014

AN ORDINANCE: APPROVING TLZM 2014-0006 VILLAGE AT LEESBURG, TO ELIMINATE THE LIMITATION OF RESTAURANT USES IN LAND BAY A.

WHEREAS, a concept plan and proffer amendment application has been filed by the Rappaport Companies to eliminate a proffered limitation on restaurant uses in Land Bay A at the Village at Leesburg, as identified on the TLZM 2014-0006 Village at Leesburg Concept Plan; and

WHEREAS, a duly advertised Planning Commission public hearing was held on October 2, 2014; and

WHEREAS, at the October 2, 2014 meeting, the Planning Commission recommended approval of this application to the Town Council; and

WHEREAS, the Town Council held a duly advertised public hearing on this application on October 28, 2014; and

WHEREAS, staff recommended approval; and

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

THEREFORE, ORDAINED by the Council of the Town of Leesburg in Virginia:

SECTION 1. The concept plan and proffer amendment, TLZM 2014-0006 Village at Leesburg, for the property having the Loudoun County Parcel Identification Numbers (PIN) 149-28-0023, 149-28-0225 (inclusive of 149-28-0225-001 through 023), is hereby approved subject to the proffers dated July 7, 2014; and,

AN ORDINANCE: APPROVING TLZM 2014-0006 VILLAGE AT LEESBURG, TO ELIMINATE THE LIMITATION OF RESTAURANT USES IN LAND BAY A.

SECTION 2. The property shall be developed in substantial conformance with the concept development plan prepared by Urban dated May 2014; and

SECTION 3. Severability. If a court of competent jurisdiction declares any provision of this ordinance invalid, the decision shall not affect the validity of the ordinance as a whole or any remaining provisions of this ordinance.

SECTION 3. This ordinance shall be in effect upon its passage.

PASSED this 28th day of October 2014.

Kristen C. Umstattd, Mayor
Town of Leesburg

ATTEST:

Clerk of Council