

**TOWN OF LEESBURG**  
**NOTICE OF PUBLIC HEARINGS**  
**TO CONSIDER REZONING APPLICATION TLZM-2014-0001**  
**POTOMAC STATION MARKETPLACE**

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, November 10, 2015 at 7:30 p.m.**, in the Town Council Chambers, 25 West Market Street, Leesburg, Virginia, 20176 to consider the rezoning application TLZM 2014-0001, Potomac Station Marketplace. The applicant, Potomac Station Mixed Use LLC, requests to change the zoning of the subject property from PRC (Planned Residential Community) to PRN (Planned Residential Neighborhood).

The Applicant is requesting approval of a rezoning application, with a concept plan and proffers, to rezone portions of ZM-154, Potomac Station Retail, and TLZM 2006-0011, Market Square at Potomac Station, (14.8 acres) currently zoned PRC to PRN. The applicant proposes 55 age restricted multi-family (condominium) units, 42 multifamily (two-over-two) units and 61 single-family attached (townhouse) units, for a total of 158 dwelling units, and a Neighborhood Retail Convenience Center of 33,000 square feet.

The Applicant has requested zoning modifications which include, but are not limited to:

- TLZO Sec. 8.3.2 Lot Size, to reduce the minimum lot size to 1,000 square feet and minimum end lot width to 25 feet
- TLZO Sec. 8.4.7 Open Space, to reduce the minimum public recreation space to one and 6/10 acre
- TLZO Sec. 9.3.4 Child Care Center, to allow play equipment within the required yard setback
- TLZO Sec. 9.3.24(F) Canopy Height, to increase the lowest point of the canopy to 17'-6" and an overall height of 20'-9"
- TLZO Sec. 10.4.5(C)(2) AC Units, to permit a ten-foot encroachment into rear yards
- TLZO Sec. 10.4.5.(C)(4) Architectural Features, to permit balconies, chimneys, porches, bay windows, steps and landings to project more than three feet into required yards and/or setbacks and extend to any lot line.
- TLZO Sec. 10.4.5(E)(5) Additional Setback Requirements from Certain Streets, to reduce the setback from Fort Evans road from 80 feet to 40 feet
- TLZO Sec. 11.6.2, to reduce parallel parking space widths from 9 feet to 8 feet
- TLZO Sec. 12.8.2(G)(2) Buffer-yards, to reduce the width of Buffer-yard A to 25 feet, and reduce the amount of evergreen trees in Buffer-yard H and allow planting to occur outside the delineated buffer and reduce plantings in Buffer-yard I
- TLZO Sec. 12.8.3 Buffer-yards, to reduce the width of Buffer-yard B to a 10-foot S-3 buffer, eliminate Buffer-yard C, reduce Buffer-yard D to five feet, reduce buffer-yard G to a variable width, and reduce Buffer-yard K to six feet
- TLZO Sec. 12.11.4, to waive the 0.5 foot-candle illumination maximum at adjacent property lines in the vicinity of two pedestrian trails
- DCSM Sec. 7-370(3)(D) Minimum Separation from abutting Residences, to allow parking courts depicted on the concept plan closer than 25 feet to an abutting residential lot line

The property is identified by Loudoun County Property Identification Numbers (PIN) 148-27-3578 and 148-37-4614, having 14.8 acres within the Town of Leesburg. The property is zoned PRC (Planned Residential Community) and is identified as Community Commercial on the *Town*

*Plan's* Land Use Policy Map. The Town Plan recommends a maximum nonresidential square footage of 250,000 square feet, and a residential density of one dwelling unit per each 600 square feet of nonresidential.

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 or via email at [mwatkins@leesburgva.gov](mailto:mwatkins@leesburgva.gov).

At these hearings, all persons desiring to express their views concerning these matters will be heard. Persons requiring special accommodations at this Planning Commission 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:**

**10/29/15**

**11/05/15**



**Date of Council Meeting: November 10, 2015**

**TOWN OF LEESBURG  
TOWN COUNCIL PUBLIC HEARING**

**Subject:** Rezoning Application TLZM-2014-0001, Potomac Station Marketplace

**Staff Contact:** Michael Watkins, Senior Planner, DPZ

**Council Action Requested:** Action on the rezoning application and associated modification requests.

**Staff Recommendation:** Town staff recommends denial of the application for the following:

- The application does not include office use which was a component of the original rezoning, and has continued to be included as a component throughout four amendments to the original rezoning over the past twenty years; and
- Insufficient justification to show how three modification requests to the Planned Residential Neighborhood district requirements are warranted. Modification requests include allowance for reduced buffer-yard and screening requirements, reduced area for active recreational facilities, and reduced setback area for air conditioning units; and
- The application's Design Guidelines yield uncertainty that 'superior architectural treatment' – the Zoning standard for a Planned District - will be achieved.

**Commission Recommendation:** The Planning Commission held its initial public hearing on July 2, 2015. Subsequent work sessions were held on August 6 and September 3, 2015. The intent of the work sessions was to resolve issues related to Planned Residential Community (PRC) zoning constraints and other technical zoning deficiencies. After the September 9, 2015 work session, the application was revised and resubmitted as a rezoning from PRC to Planned Residential Neighborhood (PRN).

A new public hearing was then held on October 15, 2015. A resident of the Potomac Station Apartments voiced concerns regarding quality of building materials, mix of traffic and safety internal to the project and urged the use of green technology. Planning Commission discussion included:

- Appropriateness of shared parking;
- Amount of on-site recreation;
- Residential building materials; and
- Phasing of the commercial uses on the property.

The Planning Commission was generally satisfied with the applicant's responses to questions and recommendations on the proposed rezoning and the requested modifications. The Planning Commission asked the applicant if he was willing to include an electric vehicle charging station in the commercial portion of the development, and if he would make a commitment to substitute fiber cement siding materials (such as HardiPlank) for vinyl where vinyl is shown on the plans. The applicant agreed to both requests.

The Planning Commission recommended approval of the rezoning application TLZM-2014-0001, Potomac Station Marketplace and the associated modifications (6-1) at the October 15, 2015 meeting.

**Fiscal Impact:** Approval of this application will generate revenue to the Town through additional Business, Professional and Occupational Licenses (BPOL) from the 33,000 square feet of commercial, and real estate taxes will be generated by the 158 new dwelling units.

**Work Plan Impact:** This application is part of the core function of Planning and Zoning and fits within the work plan. The Town will need to review and approve additional site development applications prior to construction of the site. Such site development plan processing is anticipated in the Town's work plan as well.

**Executive Summary:** The initial application was submitted as a concept plan and proffer amendment to amend the current approved plan for Potomac Station Marketplace which is zoned Planned Residential Community (PRC). The proposal sought to make specific changes to the approved zoning plan for this development. These changes included:

- reduction in the amount of office square footage;
- reduction in the residential density from 320 multi-family units to 158 units;
- reduction in the commercial square footage from 44,000 s.f. to 33,000 s.f.; and
- revisions to the concept plan layout.

However, the PRC district regulations require a minimum ratio of commercial to office square footage, and the proposal did not meet that minimum ratio. Further, the ratio of uses in the PRC district, including required office, is not modifiable. To address this problem, the application was revised to rezone the subject property from PRC to Planned Residential Neighborhood (PRN). The PRN district does not require a minimum commercial to office ratio.

The current proposed application for development of the property includes:

- 33,000 square feet of Neighborhood Retail Convenience Center uses including:
  - a service station (gas pumps with convenience store);
  - a stand-alone commercial building;
  - a child care center;

- up to a 158 dwelling units (multi-family, stacked townhouses and conventional townhouses );
- two amenity areas: one with a playground, the other a water feature;
- shared use path; and
- community fitness room.

The applicant’s monetary proffers are illustrated in Table 1 below:

| <b>Table 1. Summary of Proffered Cash Contributions</b>   |   |   |
|---|---|---|
| <b>Type of Contribution</b>   | <b>Amount</b>                                   | <b>Total</b>  |
| School Capital Facilities (Proffer 8)   | \$11,974.46 / 61 TH<br>\$6,652.48 / 97 (MF 2/2) | \$730,442.06<br><u>\$645,290.56</u><br>\$1,955,606.30 |
| Recreation Contribution (Proffer 4.d)   | \$1,000 / 158 du                                | \$158,000   |
| Off-Site Transportation Fund (Proffer 6)  | \$2,550 / 158 du                                | \$402,900   |
| Fire & Rescue (Proffer 5)   | \$178.95 / 158 du<br>\$0.18/s.f. x 33,000       | \$28,274<br><u>\$5,940</u><br>\$34,214                |
| <b>Total Proffered Contributions</b>  |   | <b>\$1,820,278.30</b>                                 |
| <b>Total for use by the Town of Leesburg<br/>(Recreation proffer 4.d and Offsite<br/>Transportation Fund proffer 6)</b> |   | <b>\$560,900</b>                                      |

<http://www.leesburgva.gov/government/departments/planning-zoning/active-land-use-applications/potomac-station-marketplace-rezoning>

**Background:** The Planning Commission’s October 1, 2015 Public Hearing Staff Report contains a more detailed explanation of the Applicant’s request and staff’s analysis (Attachment 3).

The property associated with this application was initially included in the Harper Park rezoning, ZM-134, approved June 14, 1994. Harper Park included a 270 acre tract of land that was rezoned from R-E (Residential Estate) to PRC (Planned Residential Community). The ZM-134 approval permitted:

- a maximum of 752 dwelling units;
- a maximum non-residential density of 466,286 square feet; and
- a minimum non-residential density of 400,000 square feet.

The Harper Park Concept Plan and Proffers have been modified four times through proffer/concept development plan amendments since the original approval of ZM -134. The following is a list of amendments and the general purpose of the amendment:

- **ZM-147 (1995):** dedication of school site and changed the mix of residential unit types.
- **ZM-154 (1998):** separation of the mixed use center parcels, reduction of minimum nonresidential densities, and inclusion of 150 multi-family dwelling units.
- **TLZM-2006-0011:** created unique proffers for only a portion of the mixed-use center, increased the multi-family unit density by 320 units, and further reduced nonresidential use densities.
- **TLZM 2011-0004:** Parcel B, the existing Giant grocery store shopping center, was approved for 160,000 square feet of non-residential use.

The organization of the Potomac Station Mixed-Use Center included two parcels: Mixed-Use Center Parcels A and B.

The remaining undeveloped portion of Mixed-Use Parcel A has included proffered supportive employment uses since the initial approval. With this application, the applicant has provided information indicating that market conditions do not favor the intensity of the employment uses approved for the property. The applicant has also stated that introduction of office uses to the proposed plan was not practical for a variety of site development reasons as well. In an effort to resolve the use ratio problem related to the property's current zoning of PRC, the Applicant has requested a change to the Planned Residential Neighborhood (PRN) district which does not have a retail to office ratio requirement.

Staff recognizes that past concept plan amendments approved by the Town have limited the area in which an office component could practically be located. However, Staff still believes that development of the Potomac Station Mixed-Use Center should remain consistent with the original intent of the initial approvals to include an office component; particularly neighborhood-serving office. Staff suggested that office use be mixed with the retail use as opposed to a stand-alone office

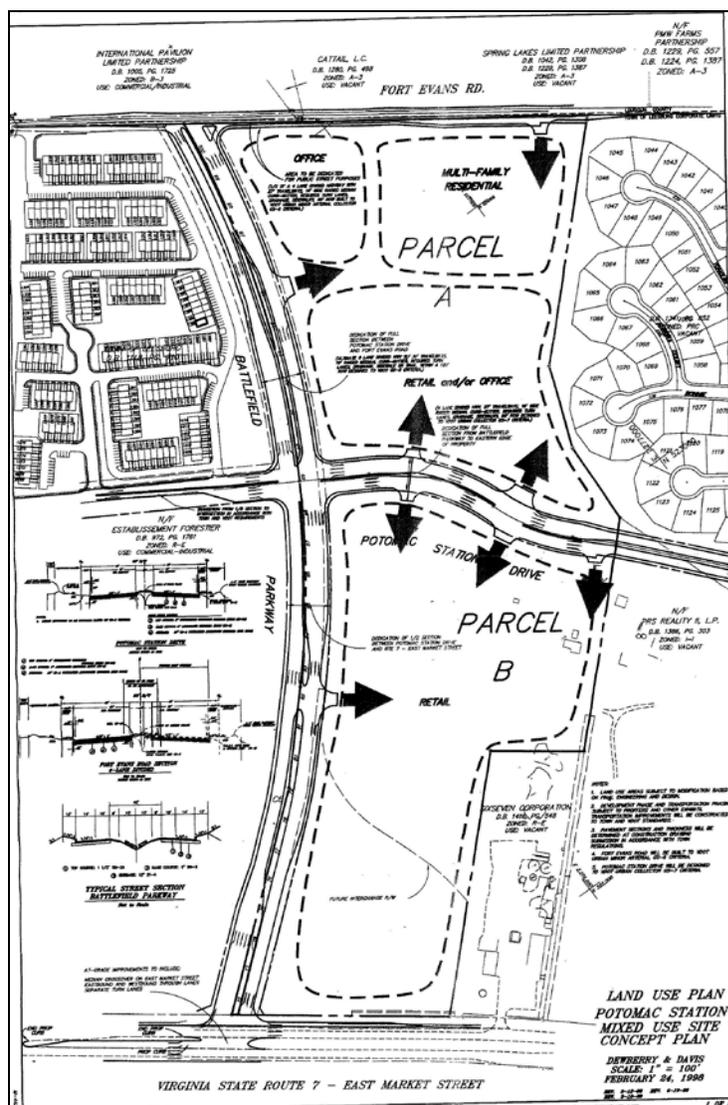


Figure 1. ZM-154 Concept Plan

building. Admittedly this component would be much less floor area than was envisioned when the original zoning for Potomac Station was approved. However, an attempt to include neighborhood-serving office use would result in a neighborhood center that meets the service needs of the community, and the intent of the original rezoning.

The Applicant has chosen the PRN district to emphasize commercial and residential uses instead of office uses in the remaining undeveloped portion of the Potomac Station mixed-use center. The rationale is that these uses will support existing uses at Potomac Station, and that this plan will meet current market conditions while reflecting the character of the zoning district without the defined ratios of the PRC district. The proposed supportive uses are commensurate with a Neighborhood Retail Convenience Center – a permitted use in a PRN district. A Neighborhood Retail Convenience Center is defined in TLZO Section 18.1.113.

*Neighborhood Retail Convenience Center uses established within Planned Districts are intended to service the daily shopping and personal service needs of surrounding residential areas....*

**Town Plan Compliance:** The Town of Leesburg Zoning Ordinance (TLZO) Section 3.3.8 requires an assessment of whether or not a proposed rezoning is consistent with the applicable provisions of the *Town Plan* and states that “*inconsistency with the Town Plan may be one reason for denial of an application.*” Further, TLZO Section 3.3.15 includes five approval criteria, the first of which states that a rezoning application must be consistent with the *Town Plan*. As a result of this analysis, Staff cites the following Community Commercial goals and objectives that may not be adequately implemented with the proposed development:

- *Community Commercial projects should have a Main Street Character with a fine-grained land use pattern at a human scale (Site Design and Location, #1, page 6-32).*

The concept plan generally consists of three pads sites which is inconsistent with a “Main Street” character.

- *Buildings should be located at the edge of the street right-of-way (Site Design, #2, page 6-32).*

The concept plan generally consists of three pads sites which are surrounded on at least three sides with parking. The only element with the proposed layout that is similar to this concept is Retail Building C. This building includes multiple pedestrian entrances, and a wide sidewalk placed adjacent to the street.

- *Community Commercial projects should combine uses vertically or horizontally to achieve convenience and vitality (Site Design, #4, page 6-32).*

The proposed nonresidential buildings do not combine uses vertically. The convenience store, retail building and child care center are all single use buildings.

- *Buildings should be at least two stories (Building Design, #1, page 6-33).*

The intent of this characteristic was to support the vertical integration of buildings achieving urban densities which promote a “Main Street” character. The convenience food store, (Building A), is not required to have a second story appearance. Although the building height for Retail Building B is at a human scale, it does not appear to have multiple stories. Child Care Center Building C does include a second story, although it appears that the composition of the building façade is not proportional.

**Zoning Ordinance Compliance: Rezoning Plan Criteria - TLZO Section 8.2.2.F.1, PD Rezoning Plan Approval Criteria states:**

*No PD Rezoning Plan shall be considered unless the Town Council first approves the concept plan, and finds the proposed planned development promotes the public health, safety and welfare. To this end, an applicant for approval of a planned development shall show, and the Town Council shall find that a proposed planned development:*

- a. Is in conformity with the Town Plan.*
- b. Achieves the purposes of Sec. 1.5 and Sec. 8.1.1 as well as or better than would development under other zoning district regulations.*
- c. Could not be accomplished through other methods, such as variances or rezoning to a conventional zoning district.*
- d. Is compatible with the surrounding neighborhood.*
- e. Mitigates conflicts of use with adverse impacts on existing and planned development.*
- f. Provides adequate public facilities and amenities.*
- g. Adequately accommodates anticipated motor vehicle traffic volumes, including emergency vehicle access.*
- h. Preserves existing vegetation to the greatest extent possible.*
- i. Mitigates unfavorable topographic and geological conditions.*
- j. Includes appropriate noise attenuation measures*

Staff notes that this application meets six of the ten applicable criteria:

- Achieving or better implementing the intent of the Planned Development Districts (b).
- Provides adequate public facilities (f)
- Adequately accommodates anticipated traffic volumes (g)
- Preserved existing vegetation (h)
- Mitigates unfavorable topographic conditions (i)
- Includes noise attenuation measures (j)

The criteria not met by this application include:

- Conformity with Town Plan desired design characteristics (a). See section above.
- Could be approved as a by-right development (c). Staff finds that the density and layout may be achieved through conventional zoning districts, but modifications would not be available in such case.
- Compatibility with the surrounding neighborhood (d). Staff finds that there are two areas on the layout that are not compatible with surround neighborhood: the service station use adjacent to existing multi-family housing, and the townhouses adjacent to the exiting drive-through bank.
- Mitigation of conflicts of use with adverse impacts on existing and planned development (e). Staff finds that the proposed reductions in buffer yard areas between the two uses referenced above diminishes the compatibility of the commercial and residential uses.

**Zoning Ordinance Compliance: Design – TLZO Section 8.2.2 F.2** addresses the layout, building design, landscaping, street and parking systems, open space and recreational locations and integration with the overall plan.

Staff notes that regarding this criteria, the application includes illustrative images of building elevations for the commercial and residential buildings. Included with the proffers are design guidelines. The proffers stipulate substantial conformance with guidelines which will be interpreted by the Zoning Administrator prior to the issuance of a zoning permit. However, staff notes that the guidelines are broad, and they can be applied in a multitude of combinations resulting in buildings that do not look like the illustratives that are submitted with this application.

The PRN district requirements specify that the building design should have “superior architectural treatment”. Given the broad nature of the proposed guidelines, it is difficult for staff to be reasonably sure that the final building design will result in “superior architectural treatment”. While this flexibility affords the applicant the ability to contract with different gas station and commercial entities who are interested in building at Potomac Station Marketplace, it does not necessarily provide assurance regarding the appearance of the buildings, and that there will be the quality of architecture that will qualify as “superior architectural treatment”. As such, Staff believes that the design guidelines do not provide adequate assurance to the Town that the “superior architectural treatment” will be reflected in the proposed buildings.

**Zoning Ordinance Compliance: Modification Criteria - TLZO Section 8.2.2.E** addresses modifications. The application includes 12 modifications which are listed below:

1. Reduction in lot sizes from 1,600 to 1,000 square feet.
2. Reduced area for on-site recreation from 3.2 to 1.6 acres.
3. Location of play equipment for the child care center within a rear setback area.
4. Increase in canopy height from 14 to 17.3- 20.9 feet for the gas station pumps.

5. Location of residential air conditioning units to within 0-2 feet of side and rear property lines.
6. Encroachments of architectural features into required yards.
7. Reduced setback from Fort Evans Road from 80 to 40 feet.
8. Reduced width parallel parking spaces from 9 to 8 feet.
9. Reduction of buffer-yard widths.
10. Reduction of buffer-yard material.
11. Waiver of requirement for light trespass at adjacent property lines in vicinity of two pedestrian trails.
12. Reduction in space between parking courts to residential lot line to be closer than 25 feet.

Regarding the staff position on the modification requests, staff finds that three of the requests have not been adequately justified.

- Modification request #2: The proffered active recreation uses are not sufficient to compensate for the reduced area that is proposed.
- Modification request #5: The applicant's lot detail shows air conditioning units crossing lot lines. This is will be a site plan conflict.
- Modification request #9: The buffer yard (B) between the service station and the existing residential multifamily units and the buffer yard (G) between the bank and the townhouses is not sufficient to mitigate negative impacts such as headlight glare, noise, and activity during long business hours that are typically associated with convenience stores and drive-through banks.

**Attachments:**

1. October 1, 2015 Planning Commission Public Hearing Staff Report
2. September 3, 2015 Planning Commission Work Session Memo
3. August 6, 2015 Planning Commission Work Session Memo
4. July 2, 2015 Planning Commission Public Hearing Staff Report
5. Applicant's Statement of Justification dated September 21, 2015
6. Applicant's Concept Plan Prepared by Dewberry and Davis, last revised on October 26, 2015.
7. Applicant's Draft Proffer Statement dated October 26, 2015.



Date of Meeting: October 1, 2015

**TOWN OF LEESBURG  
PLANNING COMMISSION PUBLIC HEARING**

**Subject:** TLZM-2014-0001, Potomac Station Marketplace

**Staff Contact:** Michael Watkins, Senior Planner

**Applicant:** Jay Sotos, Potomac Station Mixed Use LLC  
4401 Wilson Boulevard, Suite 600, Arlington, VA 22203  
(703) 294-4540; [jsotos@clarkreality.com](mailto:jsotos@clarkreality.com)

**Applicant's Representative:** Michael Banzhaf, Reed Smith LLP  
3110 Fairview Park Dr. Suite 1400, Falls Church, VA 22042  
(703) 641-4319; [mbanzhaf@reedsmith.com](mailto:mbanzhaf@reedsmith.com)

**Proposal:** **Rezoning Application:** A request to rezone 14.8 acres from Planned Residential Community (PRC) to Planned Residential Neighborhood (PRN). The subject property includes portions of ZM-154 Potomac Station Retail and TLZM 2006-0011, Market Square at Potomac Station. The Applicant has submitted an application, including a Concept Plan, Zoning Modifications, Proffers and Design Guidelines. The Applicant is requesting approval of:

- 55 age restricted multi-family (condominium) units
- 42 multi-family (two-over-two) units
- 61 single-family attached ( townhouse) units
- A Neighborhood Retail Convenience Center of 33,000 square feet

**Planning Commission Critical Action Date: January 9, 2016**

**Recommendation:** Staff recommends denial of the requested rezoning application.

**Application Acceptance Date:** The initial application was accepted on April 10, 2014. The revised application was accepted on September 9, 2015.

**Web Link:** A comprehensive listing of all application documents is found here:  
<http://www.leesburgva.gov/government/departments/planning-zoning/liam-interactive-applications-map>

**Planning Commission Review Summary:** The Planning Commission held its public hearing on this application on July 2, 2015. A work session was then held on August 6, 2015 to discuss concept plan and zoning comments. Another work session was held on September 3, 2015 to specifically discuss the required ratio of uses in the Planned Residential Community District. The September 3<sup>rd</sup> work session did not resolve the ratio issue. Staff and the Applicant agreed that potential resolution of the use issue could be a change in zoning district, Planned Residential Neighborhood. The Applicant has since revised the application to request a change in zoning districts and is the basis of this report.



*Figure 1. Location*

| <b>Table 1. Property Information</b> |  |                          |  |
|--------------------------------------|--|--------------------------|--|
| <b>Address:</b>                      | NW Quadrant of<br>Battlefield Parkway &<br>Potomac Station Drive | <b>Zoning:</b>           | PRC  |
| <b>PIN #</b>                         | 148-27-3578<br>148-37-4614                                       | <b>Planned Density:</b>  | 250,000 s.f. for<br>nonresidential; no<br>residential density<br>specified |
| <b>Size:</b>                         | 13.3 acres   | <b>Planned Land Use:</b> | Community<br>Commercial  |

**Suggested Motions:**

**Denial**

I move that Zoning Map Amendment TLZM 2014-0001, Potomac Station Market Place, 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 \_\_\_\_\_.

A recommendation of denial should include reasons as to why the application should be denied. The following reasons could justify denial of the application:

- The Application has not satisfied the Community Commercial design characteristics; and
- Modifications to buffer-yard and screening requirements are contrary to the intent of the Planned Residential Neighborhood district; and
- Lack of proffered elevations does not adequately achieve superior architectural treatment.

- Or -

**Approval**

I move that Zoning Map Amendment TLZM 2014-0001, Potomac Station Market Place, be forwarded to the Town Council with a recommendation of approval on the basis that the Approval Criteria of Zoning Ordinance Sections 3.3.15 have been satisfied and that the proposal would serve the public necessity, convenience, general welfare and good zoning practice.

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**I. Application Summary:**

Land Use: The Applicant is requesting to amend two rezoning applications associated with the Potomac Station Mixed-Use Center to permit:

- a service station (gas station with convenience store)
- a standalone commercial building
- a child care center
- up to a 158 dwelling units (multi-family, stacked townhouses and conventional townhouses )

Vehicular Access: Vehicular access is provided by (1) a signalized intersection on Potomac Station Drive, (2) a right-in-right-out on Battlefield Parkway and (3) a restricted left-in, right-in and right-out intersection on Fort Evans Road. Internal circulation is provided by privately maintained streets. Parking is provided via on-street parking, off-street parking, surface driveway spaces and garaged spaces.

Pedestrian Access: The conceptual design includes connections to existing public sidewalks/trails on Potomac Station Drive, Battlefield Parkway and Fort Evans

Road. The internal streets are complemented by sidewalks, street trees and street lights.

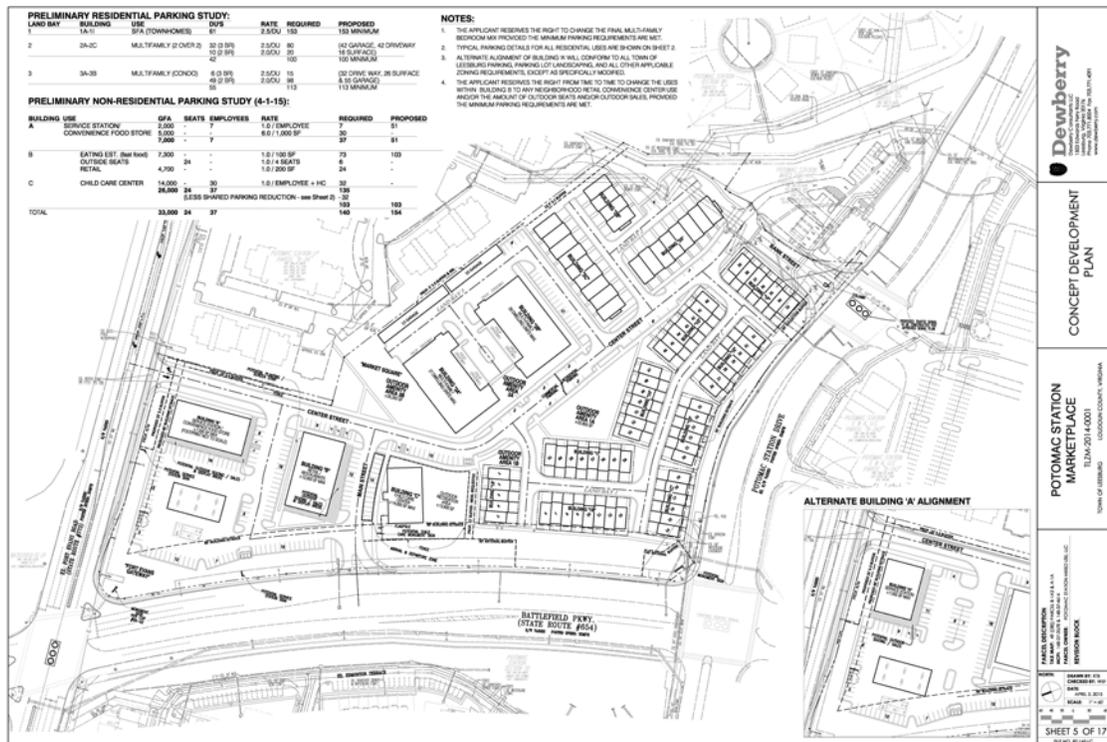


Figure 2. Proposed Concept Plan

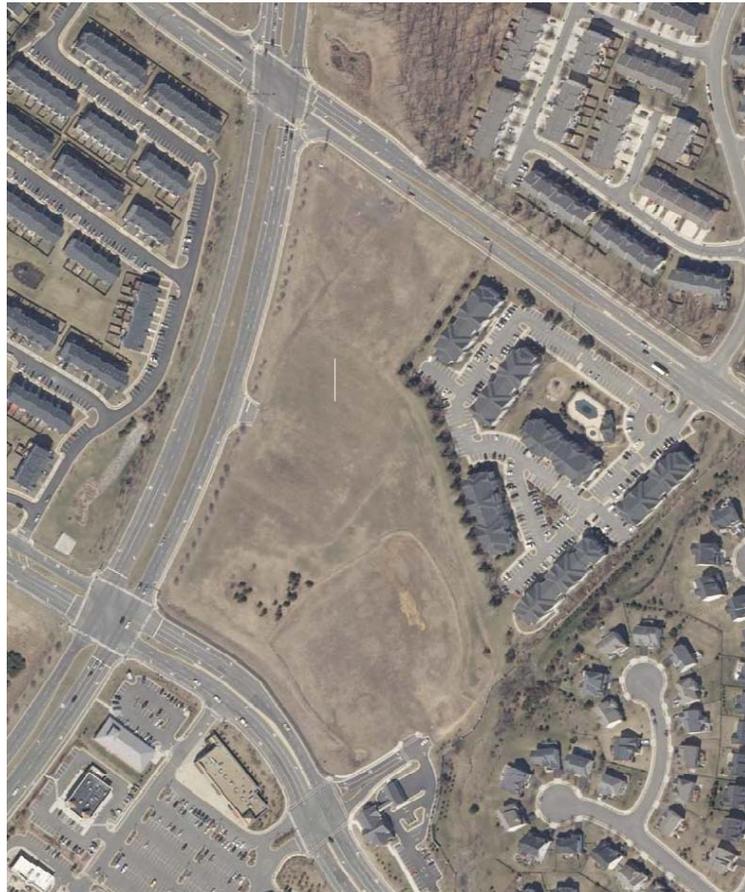
**Conceptual Layout:** The concept layout consists of three pad sites and a residential land bay connected by an internal privately maintained street. A gas station is proposed at the intersection of Fort Evans Road and Battlefield Parkway. The building is oriented in such a manner that the front façade faces Battlefield Parkway but is interrupted by the canopy for the gas pumps. The proposed commercial and child care center building facades face inward and share frontage along an interior street of approximately 200 feet in length. The two buildings share few architectural similarities. Adjacent to the pad sites are residential buildings consisting of townhouses, stacked townhouses and age restricted multi-family. The exterior residential buildings (all townhouses) face Potomac Station Drive and Bank Street. Interior residential buildings are oriented to the interior street. There are two exceptions: the multi-family building “fronts” are oriented to a parking court and one stacked townhouse building faces the existing single-family detached dwellings in Potomac Station.

**Landscaping/Amenities:** The Applicant has created a series of amenity areas for the residential portion of the property that provide active and passive open spaces. Amenity area 3B appropriately terminates the access drive from Battlefield Parkway. While near the commercial uses, this amenity area provides more buffering and open space for the multi-family residences rather than place-making opportunities for the commercial component of the project. Amenity area 1A is located in center of the residential land bay and includes age appropriate play areas.

The other amenity areas enhance the streetscape or decorate areas adjacent to buildings.

| <b>Table 2. Summary of Proffered Cash Contributions</b> |   |                                       |
|---|---|---------------------------------------|
| <b>Type of Contribution</b>                             | <b>Amount</b>                             | <b>Total</b>                          |
| School Capital Facilities (Proffer 8)                   | \$15,619 / 61 TH<br>\$7,809 / 97 (MF 2/2) | \$952,759<br>\$757,473<br>\$1,710,232 |
| Recreation Contribution (Proffer 4.d)                   | \$1,000 / 158 du                          | \$158,000                             |
| Off-Site Transportation Fund (Proffer 6)                | \$2,550 / 158 du                          | \$402,900                             |
| Fire & Rescue (Proffer 5)                               | \$178.95 / 158 du<br>\$0.18/s.f. x 33,000 | \$28,274<br>\$5,940<br>\$34,214       |
| <b>Total Proffered Contributions</b>                    |   | <b>\$2,305,346</b>                    |
| <b>Total for use by the Town of Leesburg</b>            |   | <b>\$560,900</b>                      |

II. **Current Site Conditions:** As shown in Figure 7, the property is vacant. Minor land disturbance has occurred on the property to accommodate stormwater drainage and site access from Potomac Station Drive and Battlefield Parkway.



*Figure 3. Existing Conditions*

**III. Uses on Adjacent Properties nearest the Amended Areas:**

| <b>Table 2. Adjacent Uses</b> |                        |                    |                                       |
|-------------------------------|------------------------|--------------------|---------------------------------------|
| <b>Direction</b>              | <b>Existing Zoning</b> | <b>Current Use</b> | <b>Town Plan Land Use Designation</b> |
| North                         | County JLMA            | Vacant             | In County                             |
| South                         | PRC                    | Retail             | Community Commercial                  |
| East                          | PRC                    | Residential        | Low Density Residential               |
| West                          | PRC                    | Residential        | Medium Residential                    |

**IV. Zoning History:** The property associated with this application was initially included in the Harper Park rezoning, ZM-134, approved June 14, 1994. Harper Park included a 270 acre tract of land that was rezoned from R-E (Residential Estate) to PRC (Planned Residential Community). The ZM-134 approval permitted

- a maximum of 752 dwelling units, and
- a maximum non-residential density of 466,286 square feet; and
- a minimum non-residential density of 400,000 square feet.

Staff notes that the ZM-134 Concept Plan was a “bubble plan”, meaning that a conceptual layout was not provided. See Figure 4. The ZM-134 Concept Plan depicts residential land bays surrounding a mixed-use center.

The first amendment to ZM-134, ZM-147 Potomac Station PRC, was approved on June 30, 1998. The ZM-147 application amended proffers pertaining to a required mix of residential units in residential land bays and details regarding the dedication of a public school site.

Amending ZM-147 on June 30, 1998 was ZM-154, Potomac Station Retail LLC. The effect of this amendment separated the mixed-use center from the residential land bays and added qualifications to the required non-residential use’s square footage. The ZM-154 proffers pertaining to land use included:

- a maximum non-residential density of 466,286 square feet, and
- a minimum non-residential density of 225,000 square feet.
- a minimum of 110,000 square feet of office uses.
- a maximum of 275,000 square feet of retail uses.
- 150 multi-family units.
- a proffered layout of the 150 multi-family units and 110,000 square feet in Mixed-Use Parcel A

The Potomac Station Retail mixed-use center was further amended by TLZM 2006-0011 which was approved October 15, 2008. The TLZM 2006-0011 application only affected the Potomac Station Retail Mixed-Use Center Parcel A. The approval included a detailed Concept Plan and the following land use related limitations:

- a maximum total of 320 multi-family dwelling units, and
- a maximum of 44,000 square feet of non-residential uses, and
- a limitation where offices uses shall be limited to 30% of the non-residential uses.

As a result of these amendments to the initial Harper Park rezoning, there exist three sets of concept plans and proffers that affect the PRC mixed-use center:

- ZM-154, Potomac Station Retail LLC: three (3) acres located at the intersection of Fort Evans Road and Battlefield Parkway planned as office, and
- TLZM 2006-0011, Market Square at Potomac Station: 13.3 acres located at the intersection of Potomac Station Drive and Battlefield Parkway, approved for 44,000 square feet of non-residential uses and up to 320 dwelling units
- TLZM 2011-0004, Potomac Station Parcel B, the existing Giant grocery store shopping center, approved for 160,000 square feet of non-residential uses.

Although the initial subject area of the ZM-134 rezoning application has been amended several times, Staff notes that the PRC zoning district standards have not changed and that a mixed-use center is a required component of the PRC zoning district.

V. **Staff Analysis:** The review of this application is subject to the general rezoning approval criteria in TLZO Sec. 3.3.15 and the Planned Development (PD) rezoning plan approval criteria in TLZO 8.2.2.F. These standards are discussed below

A. **General Discussion:** The organization of the Potomac Station Mixed-Use Center included two parcels, Mixed-Use Center Parcels A and B. The remaining undeveloped portion of Mixed-Use Parcel A should include the supportive employment uses as proffered with the initial approval. The Applicant has provided information that states market conditions do not favor the intensity of the employment uses approved for the property. Both Staff and the Planning Commission agree that employment uses should remain on the Property, but that it could be a smaller component of the mixed use center than what the PRC ratio of retail to office prescribes. However, in discussion with the applicant at the last work session, the applicant stated that introduction of office uses to the proposed plan was not practical for a variety of site development reasons as well as market reasons. In an effort to resolve the ratio problem, the Applicant has requested a change to the Planned Residential Neighborhood which does not have a retail to office ratio requirement. Staff notes that the purpose of the PRN District, TLZO Sec. 9.4.1, states that:

*Planned Residential Neighborhood Districts are intended to encourage the development of a mixture of housing types and price ranges to promote the organization of residential development into efficient neighborhood units with appropriate supportive facilities and services.*

The PRN district was chosen due to the area of the undeveloped portion of the Potomac Station Mixed-Use Center and the Applicant's proposal to provide supportive uses and densities that meet current market conditions and reflect the

character the zoning district. The proposed Neighborhood Retail Convenience Center is defined in TLZO Section 18.1.113.

*Neighborhood Retail Convenience Center uses established within Planned Districts are intended to service the daily shopping and personal service needs of surrounding residential areas....*

TLZO Sec. 9.3.16 describes Neighborhood Retail Convenience Center uses to include: convenience food store, pharmacy, grocery store, eating establishment, child care center, recreation facility, and among other uses, automobile service station. The supportive uses proposed by the Applicant are equivalent to a Neighborhood Retail Convenience Center.

Staff still believes that development of the Potomac Station Mixed-Use Center should remain consistent with the approvals that have resulted in the residential and commercial development to date and should include an office component, even if it is much smaller than envisioned years ago when the original rezoning was approved. However, Staff also recognizes that past concept plan amendments approved by the Town have limited the area in which an office component could practically be located. It is reasonable for the Planning Commission to consider current market conditions along with the effects of these past approvals when considering a recommendation for the Potomac Station Market Place proposal.

This said, Staff continues to have reservations about this application with respect to the issues outlined below. As such Staff recommends that the Planning Commission undertake a closer examination of the Planned Development District's design objectives prior to making a recommendation to Town Council.

**B. *Town Plan Compliance:*** TLZO Section 3.3.8 requires an assessment of whether or not the proposed rezoning is consistent with the applicable provisions of the *Town Plan* and states that “*inconsistency with the Town Plan may be one reason for denial of an application.*” Further, TLZO Section 3.3.15 includes five approval criteria, the first of which states that a rezoning application must be consistent with the *Town Plan*. As a result of this analysis, Staff cites the following Community Commercial goals and objectives that may not be adequately implemented with the proposed development:

- Community Commercial projects should have a Main Street Character with a fine-grained land use pattern at a human scale.
- Buildings should be located at the edge of the street right-of-way.
- Community Commercial projects should combine uses vertically or horizontally to achieve convenience and vitality.
- Buildings should be at least two stories.

**C. Zoning Compliance, PD District Approval Criteria:** Staff makes the following findings in the review of the PD rezoning plan approval criteria.

1. Conformity with the Town Plan: See discussion above.
2. PD District Purpose Achieved: Staff generally agrees that most of the purpose statements in TLZO 8.1.1 regarding use and density are achieved; however, Staff finds that the proposed layout lacks innovative design, does not enhance the town's visual character, or makes efficient use of the property for open space and recreation.
3. Could not be accomplished through other methods, such as variances or rezoning to a conventional zoning district: The density and layout could be achieved through conventional zoning districts (B-3 and R-22), but some of the modifications would not be available in such a case.
4. Is compatible with the surrounding neighborhood: Generally, the proposed uses, density and layout provide appropriate transitions; however, Staff notes two areas in particular that do not: The service station use adjacent to existing multi-family and the townhouses adjacent to the existing bank.
  - i. Service Station: Although a permitted use through the approvals of ZM-154 the Concept Plan did not depict a service station use in the proposed location. The preliminary design required by ZM-154 depicted an office building and structured parking that would limit the impact of the use on the property generally from 8 am to 6 pm Monday thru Friday.

To comply with required zoning standards, the service station use must be granted several modifications. Buffer-yards are requested to be reduced from 50 feet to 10 feet (see Section VI.K below). The requested modifications significantly affect appropriate land use transitions and/or mitigation of the intensity of the service station use. Although the orientation of the main entrance to the building is away from the existing multi-family, the hours of operation, traffic, and associated noise would be better mitigated by the 50 feet of separation and associated buffer-yard landscaping. Staff notes that as a consequence in the reduction of the buffer-yard, the convenience store is 40 feet closer to the residences and that the required S-3 screening material (trees and shrubs) is reduced from approximately 256 pieces to approximately 44 pieces.

- ii. Bank Drive-thru: The layout has been revised to include townhouses that directly face and look upon an existing bank drive-thru. The TLSE 2007-0003 special exception plat that approved the drive-through only provides for limited landscaping

as single-family attached dwellings were not previously contemplated (see Figure 6).

Staff cites these two examples as the places where the layout is the least successful in appropriate compatibility with the neighborhood.

5. Mitigates conflicts of use with adverse impacts on existing and planned development. Staff cites the above as examples where the application fails to mitigate conflicts in planned or existing development.
6. Provides adequate public facilities. It is staff's opinion that the application provides sufficient infrastructure to support the development. In addition the unique open space amenities complement the development, but the overall active recreation needs for the type of dwelling units proposed are not met.
7. Adequately accommodates anticipated motor vehicle traffic volumes, including emergency vehicles. The proposed connections to existing public rights-of-way accommodate safe ingress and egress to the proposed development. Staff does not have concern with the potential for commercial cut-through traffic through a predominately residential section of the development when drivers use the interior private travelway ("Center Street" on the Concept Development Plan, Sheet 5) to move from Potomac Station Drive to Ft. Evans Road and vice-versa, to avoid the signal lights at Battlefield Parkway and Ft. Evans Road.
8. Preserves existing vegetation to the greatest extent possible. The property has already been mass graded; therefore, there is little useful existing vegetation to preserve.
9. Mitigates unfavorable topographic and geologic conditions. The property has already been mass graded, and as a result it does not appear that there are any significant topographic constraints.
10. Includes appropriate noise attenuation measures. The proposed residential units closest to Battlefield Parkway have been oriented toward Potomac Station Drive and meet the applicable setbacks from Battlefield Parkway, a major arterial roadway. Staff recommends that the proffers be amended to require a higher STC (sound transmission class) window rating for those units fronting on Potomac Station Drive and the side elevations facing Battlefield Parkway.

**D. Concept Plan Comments:** The application has been revised to address comments raised in previous comment letters and staff reports. Staff makes the following comments on unaddressed issues or deficiencies found in this latest submission:

Notes, Tabulations and Typical Details

1. **General Note #9, Utility Screening:** The Applicant has revised this note to eliminate the requirement for screening of ground mounted utility equipment. Staff recommends that the note be revised to include the screening requirement that was previously included.
  - **Suggested Planning Commission Action:** The Planning Commission should opine as to whether or not ground mounted utility equipment screening is necessary.
  
2. **General Note #15, Phasing:** This note references phased construction. Staff notes the absence of any phasing diagrams or proffers which include a description of phases. Staff recommends that the note be eliminated or that a phasing diagram is included with the Concept Plan and a detailed description of the phasing is included in the proffers.
  - **Suggested Planning Commission Action:** The Planning Commission should opine as to whether or not the phasing note should be removed or that a phasing diagram is included with the Concept Plan and a detailed description of the phasing is included in the proffers.
  
3. **General Note #26, Alternate Parking Arrangement:** This note would only permit changes to the layout depicted on Sheet 5 of the Concept Plan associated with the service station and convenience food store. To permit limited flexibility for the Applicant while maintaining substantial conformance with the proffered layout, Staff suggests that clarifying language be added that limits the area subject to potential future changes. Staff recommends that the revision area be further limited to ensure that the common drive-aisle and parking for Building B remain as depicted on the Concept Plan.
  - **Suggested Planning Commission Action:** The Planning Commission should opine as to whether or not the General Note #26 is sufficient as written or be revised as Staff has suggested.
  
4. **New Parking Note, Sheet 2:** Sheet 2 of the Concept Plan contains a new note that states that the parking configuration depicted on Sheet 2 is illustrative and is subject to final architectural design. This note should be removed as substantial conformance is required with the Concept Plan. If alternate parking configurations are possible, they should be included as an option. Otherwise, the note as written permits broad discretion to the arrangement of required residential parking spaces.

- **Suggested Planning Commission Action:** The Planning Commission should opine as to whether or not the note is sufficient to permit changes to the parking configuration or be eliminated as recommended by Staff.

**5. PRC Open Space Standards:** Revise Sheet 8 to reference the PRN open space standards found in TLZO Sec. 8.4.7.

- **Suggested Planning Commission Action:** None, the Applicant must correct the note.

Parking

**6. Parking Tabulations:** Applicant proposes to reduce the 135 required parking spaces for the daycare, fast-food and retail establishments to 103 for a 23% reduction in the parking requirement. The uses represent three standalone entities (pad sites) that create a mix of uses but which are not the “mixed use” that qualifies for shared parking under TLZO Sec. 11.4.5. Shared Use Time of Day Factors. Given the nature of the uses and the proximity of the provided parking Staff does not support the reduction.

- **Suggested Planning Commission Action:** The Planning Commission should opine as to whether or not it supports the Shared Use Time of Day Factor to reduce the number of required parking spaces.

General Site Design

**7. Sidewalk, Missing Link:** Although the Applicant has provided a shared-use trail along Battlefield Parkway, the Applicant is responsible for completing all required frontage improvements, which includes curb, gutter, sidewalk, street trees and street lights. There is a missing section of sidewalk along Battlefield Parkway from the site entrance the intersection of Battlefield Parkway and Potomac Station drive.

- **Suggested Planning Commission Action:** None, the Applicant is required to provide the sidewalk connection.

**8. Child Care Center Parking:** Based on the number of employees provided by the Applicant, 30 parking spaces are required. 14 spaces located at the entrance to the day care center are reserved for the required arrival/departure zone. 16 spaces are located to the side of Building C. Staff notes that less than half of the required spaces are in close proximity to the use. The use of Building B requires approximately 103 spaces and only 55 spaces are directly adjacent to that building. The Applicant has

provided a graphic that depicts “shared” parking that extends into the residential area of the development. The required amount of parking for the multi-family buildings is provided however, the “shared” parking is essentially the visitor parking area for those units. The Applicant does not propose restricted parking, therefore there are no signs or pavement markings for specific parking needs. Therefore, if these spaces are occupied by residents or visitors, the proposed “shared” parking area would not be available for the child care center use. The proposed pad-site style layout does not adequately park the three individual uses: service station, retail and child care center. It is the opinion of Staff that the parking for the child care center is inadequate.

- **Suggested Planning Commission Action:** The Planning Commission should opine on the use of “shared” parking to meet parking requirements.

### Grading

9. **Potential Site Plan Problems:** Staff notes two areas of concern: stoops and the convenience store service access. Staff notes that there are several units where the stoops and connected steps may extend beyond lot lines. Applicant should be aware that stoops and associated steps cannot encroach beyond the lot line for the unit the stoops and stairs serve. The conceptual grading for the convenience store appears to indicate that the service entrance on Center Street is higher than the main entrance from the parking lot. This would require internal steps to the building. Typical construction of convenience stores is slab-on-grade.

- **Suggested Planning Commission Action:** None, this information is noted for the Applicant’s benefit and to establish a record for potential issues that may occur during site plan review.

### Landscaping

10. **Storm Sewer Conflicts:** With potential future subdivision of the Property, the conceptual storm sewer alignment may require public storm drainage easements. The current alignment, with associated easements would prohibit a significant amount of street trees depicted on the Concept Plan. Staff recommends that a note be placed on the Concept Plan that states:

*Substantial conformance with the landscaping depicted on Sheet 7 of the Concept Plan is required at the time of site plan review. The alignment of water lines, sanitary or storm drainage sewers shall be revised to avoid conflicts with the location of landscaping materials along Bank Street and the proposed “Center” street.*

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not the language recommended by Staff is added to the Concept Plan.

**11. Bank Street Streetscape:** Staff recommends that the existing storm sewer stub on proposed Unit 34 be removed to accommodate a street tree on the lot and provide a consistent street scape along Bank Street.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not there should be a consistent streetscape along Bank Street and remove the storm sewer stub.

### Lighting

**12. House-side Shields:** There are several light fixtures that are in close proximity to residential dwellings and whose light distribution pattern casts light on to the dwelling. Although labeled “shielded residential lights”, there are no notes or descriptions that state these fixtures shall include house-side shields to mitigate the lighting distribution pattern upon residential dwellings. Staff recommends that a note be added to Sheet 15 to require the use of house-side shields for lighting fixtures within 30 feet of a residential dwelling.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not the additional clarification is necessary.

**13. Lighting Levels, Center Street:** Staff notes that the intersection of Center Street and the common drive aisle appear to include more lighting than necessary. Due to the light distribution patterns depicted, there is one fixture casting light towards the off-site apartments. Staff recommends elimination of this light fixture due to its light distribution pattern.

- **Suggested Planning Commission Action:** The Planning Commission should opine whether or not it agrees with Staff’s assessment of the lighting and its potential impact on the existing apartments.

### Building Design

**14. Service Station Canopy (New):** The Applicant has not provided an illustrative of the service station canopy. Based on the submission requirements of TLZO Sec. 3.3.6.E.17 and the requested modification

regarding canopy heights, the Concept Plan should be revised to provide an illustrative of the proposed service station canopy.

### Illustrative Drawings

Staff notes that several sheets of the Concept Plan are not proffered. A number of these sheets include graphics used to illustrate design concepts. A majority of the Site Detail sheets include a note that states for illustrative purposes only. The Applicant is not bound to any of the illustrative graphics depicted on these sheets. A majority of these drawings are not truly representative of the proposed development. Staff cites the following examples:

- Sheet SD.8 includes cross sections. There is no required minimum building height just a maximum height. The cross sections should represent the maximum building height proposed by the Applicant. Or, the maximum building heights should be revised to match the graphic illustration.
- Sheet SD.9 includes an aerial view of the proposed “Market Square” amenity area. This graphic does not accurately depict the landscaping shown on Sheet 7.
- Sheet SD.9 includes an image depicting the units at the intersection of Battlefield Parkway and Potomac Station Drive. This image misrepresents the proposed grading of the site and the dwelling units impact on the street. Staff notes that the units closest to the intersection are approximately 10 feet above the sidewalk elevation and there is a significant slope between the units and the sidewalk.
- A number of the residential buildings will include five or more steps to the stoop, causing more of the foundation to be exposed and gives the building a taller appearance than what is shown on Sheet 9.
- The building architecture shown on Sheet 9 is not proffered and could be drastically different.
- A number of the residential buildings fronting on Bank Street will include five or more steps to the stoop, causing more of the foundation to be exposed and gives the building a taller appearance than what is shown on Sheet SD.12.

**VI. Modifications:** TLZO Sec. 8.2.2.E Zoning Modifications permits applicants the opportunity to request modifications to zoning requirements *with justification*. Note that the applicant's justification is in their Statement of Justification (see Attachment 2). The modification approval criteria states that no modification shall be approved unless the Town Council finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation. Staff has the following comments regarding the requested modification.

A. **Lot Size:** TLZO Sec. 8.3.2 Lot Size requires single-family attached dwelling units to have a minimum lot size of 1,600 square feet. The Applicant is requesting a minimum lot size of 1,000 square feet. The Applicant cites the following as justification for the modification:

- the modification accompanies a residential design and layout that is more urban in style than the zoning ordinance requirements
- reduced lot size will allow meaningful shared outdoor amenity areas
- provide a mix of uses recommended by the Town Plan

**Staff Response – No Objection.** The approval of this modification will not compromise the intent of the PRN District. However, Staff notes that the reduced lot area should have been used to create more active on-site recreation opportunities.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

B. **On-Site Recreation:** TLZO Sec. 8.4.7 Open Space requires 25% of the land area to be established for public and common open space. Further, this section requires the provision of two (2) acres of public recreation for each 100 dwelling units. The net tract area is 14.8 acres and includes 158 dwellings, which requires 3.2 acres of active recreation. Applicant is proposing a total of 1.6 acres of amenity spaces, a shared-use trail approximately 3,500 linear feet long, a 1,500 square-foot fitness center, and bicycle racks. The Applicant's justification is that the active recreation compromises the "*integrity of the urban design and target uses*" and that the site is in close proximity, more than an mile to off-site recreation opportunities.

**Staff Response – Approvable with Revisions:** Staff agrees that alternatives may exist to compensate for the lack of required active on-site recreation area; however, the modification request is inadequate. Staff notes that attached dwelling units diminish the capacity to meet the on-site requirements for recreation area provided in reasonable proximity to the residents of the development. Staff notes that practice of the Town's proffer guidelines normally includes a monetary contribution towards recreation capital facilities, exclusive of required on-site recreation.

**Staff recommends that no less than 50% of the required active recreation area be provided on-site based on the recreational needs of typical townhouse residents.** This can be achieved by reducing the overall residential density to decrease demand, or increasing land area for active recreation by changing the unit type.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

C. **Child Care Play Equipment:** TLZO Sec. 9.3.4.E requires that play equipment be located outside a required yard. The applicant proposes to locate

play equipment within the 80-foot building setback from Battlefield Parkway. The Applicant justifies the modification request by stating that the equipment will be located within a fenced outdoor play area more than 50 feet from Battlefield Parkway and is screened by landscaping.

**Staff Response – No Objection:** The requested modification provides the intended location requirements and separation from other uses.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**D. Convenience Store Location:** TLZO Sec. 9.3.8.A requires that convenience food stores not be located on a lot adjacent to residential dwelling uses. The Applicant’s justification relies upon the buffer-yard and screening, as proposed to be modified.

**Staff Response – Approval Subject to Revision:** Although the orientation of the building provides some mitigation, the reduced width buffer-yard does not mitigate the noise and traffic associated with a convenience food store. However, the ordinance requirement can be met and the modification withdrawn if the Applicant creates an intervening parcel separating the convenience food store from the existing apartments.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**E. Canopy Height:** TLZO Sec. 9.3.24.F requires that the canopy covering the gas pumps not exceed 14 feet to the lowest point in the canopy fascia, and the overall height not to exceed 17’-3”. The modification would permit an “under-canopy” height of 17’-3” and an overall height of 20’-9”. The Applicant justifies the modification on the need to safely operate semi-trailers beneath the canopy.

**Staff Response – Approval.** Staff notes that the justification used by the Applicant is consistent with similarly requested modifications. While the location of the canopy is in a prominent location, the proposed finished grade of the canopy is lower than Fort Evans Road, the adjacent buffer-yard screening includes year-round screening material and the requested height is the minimum necessary to facilitate adequate circulation.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**F. AC Units:** TLZO Sec. 10.4.5.C requires heating and air conditioning units to be placed two (2) feet from the side or rear property line of the required yard is less than five (5) feet wide, and requires the installation of a solid fence or wall to screen the heating and air conditioning unit. The Applicant is requesting a modification to permit the location of the heating and air conditioning unit within zero to two feet (0-2') of a side property line, for rear loaded lots only, if a solid fence or wall is installed. The Applicant's justification describes the rear yard of rear loaded townhouses as a "utilitarian function". The rear loaded units are dominated by an alley environment where the primary function is to serve vehicular access and utility corridors. The adjacent units which are all rear loaded have at ground level a garage door which limits outdoor recreation.

**Staff Response – Objection:** Staff does not support the modification. The typical lot detail depicts the AC units crossing lot lines. Additionally, the ac units cannot be accommodated on the lot as shown because there is only a one-foot gap between the driveway and the lot line. They typical lot detail must be revised to adequately accommodate the placement of AC units on the lot for the unit it serves.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**G. Architectural Features and Overhangs:** TLZO Sec. 10.4.5.C.4 limits encroachments into required yards up to three feet but no closer than five feet to a property line. The modification request would allow balconies, chimneys, porches, bay windows, steps and landings to extend to property lines. The Applicant's justification is that these features enhance the character of the project and provide flexibility if the building façade abuts a setback line.

**Staff Response – Approval Subject to Revision:** Staff notes that the features the Applicant references which could add character are not proffered with this application. Additionally the Applicant is proffering a typical lot detail to eliminate potential constraints at final design. Based on the typical lot detail, the Applicant is seeking approval to permit these architectural features closer than five feet to a property line. Staff supports this modification with recommended revisions.

- a. Porches Stoops and Steps and Landings:** These items should be permitted to be located within one-half foot (0.5') of the property line. This would accommodate changes in topography and prohibit potential encroachments across lot lines.
- b. Balconies, Chimneys and Bay Windows:** These items should be permitted to be located within two-feet of a property line. This modification would permit sufficient flexibility based on the proffered typical lot detail and prevent potential lot line encroachments.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**H. Building Setbacks from Certain Public Streets:** TLZO Sec. 10.4.5.E.5 requires that buildings be setback from Fort Evans Road a minimum of 80 feet. The Applicant is requesting to reduce the setback 40 feet, a 50% reduction. The principle justification for the reduced setback is to align with the existing structures on Fort Evans Road

**Staff Response – Approve.** Staff supports the requested modification for the following reasons:

- The reduced setback does not negatively affect the alignment of buildings on Fort Evans Road
  - The proposed landscaping plan provides an aesthetic screen along Fort Evans Road
  - Topographic changes from Fort Evans Road and the elevation of the first floor of the building diminish the impact of the building upon the road
  - The proposed architecture provides sufficient building articulation along Fort Evans Road
- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**I. Reduce Parallel Parking Space Width from nine (9) feet to eight (8) feet:** TLZO Sec. 11.6.2 requires a standard parallel parking dimension of nine (9) feet by 22 feet. The applicant is requesting to reduce the width to eight (8) feet. The Applicant’s justification is that VDOT permits eight-foot wide spaces in mixed-use developments.

**Staff Response – Approval:** Staff does not believe that the proposed development represents a mixed-use environment. However, consistent with the design characteristics of the Community Commercial planned land use and the dimensional requirements of the Crescent Design District, which shares similar design goals, Staff supports the requested narrower dimension.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**J. Buffer-Yards Adjacent to Certain Public Streets, Buff-Yard A:** TLZO Sec. 12.8.2.G.2 requires a 50-foot buffer-yard with required planting material adjacent to Fort Evans Road. The modification request is to reduce the width

to 25 feet and place required screening material outside the required buffer-yard. The Applicant's justification is based on the following:

- The reduced width allows an alignment of the proposed building similar to existing buildings on Fort Evans Road.
- The change in topography which varies from three (3) feet to 12 feet below Fort Evans Road.

**Staff Response – No Objection:** Staff agrees with the Applicant's justification. The impact of the use and building from Fort Evans Road is mitigated by the change in topography and the proposed landscaping.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**K. Buffer-Yards Adjacent to Certain Public Streets, Buffer-Yard H:** TLZO Sec. 12.8.2.G.2 requires a 35-foot buffer-yard and required planting material adjacent to Potomac Station Drive. The modification relocates three required evergreens outside the required buffer-yard and places them in Buffer-Yard D. The Applicant's justification is that an appropriate screen is achieved and provides a consistent street tree theme from Potomac Station Drive.

**Staff Response – Approval:** Although Staff recommends placing the three evergreen trees at the end of the adjacent alley, the intended screening is met.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**L. Buffer-Yards Adjacent to Certain Public Streets, Buffer-Yard I:** TLZO Sec. 12.8.2.G.2 requires a 50-foot buffer-yard and required planting material. Adjacent to Battlefield Parkway. The modification relocates seven required evergreens outside the required buffer-yard and places them in Buffer-Yard D. The Applicant's justification is that the evergreen trees conflict with a proposed entry feature.

**Staff Response – Approval:** Staff notes that this critical corner should be occupied by a use more compatible the intersection of a Through Collector Road and a Major Arterial Road. However, the proposed screening material is sufficient to implement the intent of the screening requirement.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**M. Buffer-Yard Width Reduction, Buffer-Yard B:** Buffer-Yard B is located between the existing apartments and the proposed service station; Building A. TLZO Sec. 12.8.3 requires a 50-foot buffer-yard and S-3 planting screen. The Applicant is requesting to reduce the buffer-yard width to 10 feet. The Applicant's justification states that the modification encourages unification of the existing apartment complex and the proposed development. Included in the modification is the provision of an opaque fence six (6) feet in height.

**Staff Response – Denial:** Staff notes that the matrix in TLZO Sec. 12.8.3 is intended to address potential incompatibilities between uses. The required 50-foot buffer provides separation of existing residential uses from the proposed service station. Required planting material complements the physical separation of the uses and aids mitigation of noise and traffic. The convenience store portion of the service station has been orientated away from the existing apartments which minimize some of the impacts of the use, but the traffic and associated noise can be better mitigated with distance from the service station and convenience food store uses. The modification does not enhance the already approved Concept Plan, reduces the separation of the service station use from existing residential apartments, increases traffic impacts upon the existing apartments, and diminishes the ability to achieve required canopy coverage on the property. For these reasons Staff recommends denial of this modification request.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**N. Buffer-Yard Elimination, Buffer-Yard C:** Buffer-Yard C is located between the existing apartments and a proposed amenity area. TLZO Sec. 12.8.3 requires a 25-foot buffer-yard and S-1 planting screen. The Applicant requests to remove the buffer-yard and required planting material. The Applicant's justification is based on a proposed design which attempts to integrate open space for the existing apartments and on-site open/amenity space proposed with this application.

**Staff Response – No Objection:** The concept plan depicts the area of the required buffer-yard as open space and includes a conceptual design for the area. There are no proposed buildings and the use is proposed as open space and provides connection between the existing and proposed development. Therefore, Staff does not object to the modification request.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**O. Buffer-Yard Width Reduction, Buffer-Yard D:** Buffer-Yard D is located between the existing apartments and the proposed parking garages. TLZO Sec. 12.8.3 requires a 12.5 foot buffer-yard and an S-1 screen. The Applicant's request it to reduce the width to five (5) feet. The Applicant's justification is based on the fact that the adjacent property has provided a 25-foot vegetated buffer, and that the additional five-feet would meet and exceed the ordinance requirement.

**Staff Response – Approval with Revisions:** Staff agrees with the Applicant's justification. The width and existing plantings exceed the intent of the buffering and screening for similar uses. However, Staff notes that five (5) feet from a structure impedes the mature growth of the proposed screening material. Since the Applicant is deficient in on-site canopy coverage, Staff suggests that the Applicant increase the buffer-yard width or proffer to secure necessary easements to provide the required screening material.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**P. Buffer-Yard Width Reduction, Buffer-Yard G:** Buff-Yard G is located between the existing bank and proposed townhouses, Building 1F. TLZO Sec. 12.8.3 requires a 50 foot buffer-yard and an S-3 screen. The Applicant's request is to reduce the buffer-yard to a variable width and significantly reduce the screening material. The Applicant's justification is that large dense buffers are not conducive to a mixed-use urban style of development, approximately 100 feet separates the uses, and additional shrubs will be planted on the bank parcel.

**Staff Response – Denial:** Staff notes that the existing bank (TLSE 2007-0003) already includes required planting as part of their special exception approval. The bank parcel is not a part of this application. If the modification is approved, the Applicant is placing a burden upon themselves to secure the necessary easements to plant the required shrubs. Nonetheless, the purpose of screening the use in not achieved. The proposed understory trees complement the front yards of the townhouse more than act to obstruct the view of a bank drive-thru, and the variable width is essentially zero width. Based on the burden to secure necessary off-site easements for the planting of shrubs and the lack of an adequate screen of the bank drive-thru, Staff recommends denial of the buffer-yard modification.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**Q. Buffer-Yard Reduction, Buffer-Yard K:** Buffer-Yard K is located between the proposed service station (Building A) and the retail uses (Building B). TLZO Sec. 12.8.3 requires a 10-foot buffer-yard and S-2 planting screen. The Applicant requests to reduce the buffer-yard to six feet and reduce the amount of required screening material. The Applicant's justification is that large dense buffers are not conducive to a mixed-use urban style of development.

**Staff Response – Approval:** Staff agrees that wide buffer-yards with dense vegetative screening may inhibit densities in a mixed-use environment. However, the proposed concept plan is less urban than the existing concept plan layout. With the inclusion of the proposed understory trees, which provides canopy coverage and screening between uses, Staff supports the modification as requested.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**R. Waive Light Trespass Requirements:** TLZO Section 12.11.4 requires that lighting levels not exceed 0.5 foot-candles at the property line. The Applicant's lighting plan exceeds this allowance due to several fixtures that are located adjacent to property. The lighting is strategically placed for aesthetic and safety reasons.

**Staff Response – Approval:** The areas of the light trespass will not have a direct impact on residential buildings and provides lighting for safety purposes.

- **Suggested Planning Commission Action:** Does the Planning Commission recommend approval of the modification.

**VII. Proffers:** The Applicant has submitted draft proffers dated September 21, 2015. Staff has the following comments and or concerns:

**A. Phasing:** Absent from the proffers is a phasing program contrary to TLZO Sec. 8.2.2.D.25. Staff notes that 100% of the residential density may be constructed prior to the issuance of any non-residential occupancy permit. Staff suggests a ratio where no more than 50% of the single-family attached units and 50% of the multi-family units may be issued building permits until such time as 50% of the non-residential square footage has been constructed and received occupancy permits.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not the absence of a phasing plan is suitable for the proposed development of the Property.

**B. Building Design Guidelines, General Comments:**

1. Commercial Elements: The required elements of commercial buildings in this development generally include the following: predominately composed of brick, a specific color, include metal awnings, restrict window openings of no more than four (4) feet, dark colored window frames, have a height of 18-20 feet, parapet walls no greater than two (2) feet, may include a vertical element such as a tower, cornice, or cupola (but is not required), have complementary light fixtures, etc. There are no articulation requirements which address the principle form of the building. The guidelines are focused on materials. Without a stronger reference to “substantial conformance” with the conceptual elevations depicted on the supplemental document sheets, substantial changes could be made to the referenced building elevations.
  - **Suggested Planning Commission Action:** The Planning Commission should specify whether or not design guidelines are a suitable replacement for conceptual building elevations.
  
2. Residential Elements, stacked townhouses: Staff repeats the same concerns that the conceptual building elevations are legally not enforceable because there are no references of any conformance standard to the illustrative building elevations.
  
3. Residential Elements, Townhouses: Staff repeats the same concerns that the conceptual building elevations are not enforceable and that there are no references of any conformance standard to the illustrative building elevations. Staff also makes the following remarks:
  - i. Rear Projecting Feature: The guidelines change rear elevation standards for the stacked townhouse and the conventional townhouse. The stacked townhouse includes a rear projecting element on at least 25% of the units in a building group or “stick”; and those units without the projecting feature, the windows will include a cornice style crossheader or peaked cap pediment. The rear façade is not required to have a projecting feature - only the window decoration described above. The result is a flat façade across the entire stick of units.
    - **Suggested Planning Commission Action:** The Planning Commission should specify whether or not design guidelines are a suitable replacement for conceptual building elevations.

**C. Illustrative Drawings:** Staff notes that the Applicant has not proffered the Supplemental Documents attached to the Concept Plan, Sheets SD1 through SD9. Staff also notes that the typical language of “substantial conformance”

and been replaced by “general conformance” in the building design guidelines. Staff notes the following:

- i. The buildings depicted on the supplemental document sheets are not required to be constructed as depicted. Staff also notes that the language contained in the text of the building guidelines is not nearly as descriptive as the conceptual building illustrations.
- ii. The guidelines generally lack specificity regarding the form of the building. The only instance in which conformance with conceptual building elevations occurs is with multi-family Buildings 3A and 3B. Applicant’s proffered building design guidelines state that Buildings 3A and 3B shall be in “*general*” conformance.

Approvals with legislative applications typically requires a finding of substantial conformance at the time of site plan review, building permit review and proffer compliance.

- **Suggested Planning Commission Action:** None, this comment provided for informational purposes.

**D. Proffer 3.a Potomac Station Drive Traffic Signal, Approved Plans:** Staff notes that the proffer must be revised to eliminate the reference to an approved Traffic Signal Plan.

- **Suggested Planning Commission Action:** The Planning Commission should request the Applicant to revise Proffer 3.a to eliminate the reference to a Traffic Signal Plan that has not been approved.

**E. Proffer 3.a Potomac Station Drive Traffic Signal, Timing:** This proffer delays the installation of the traffic signal at the intersection of Bank Street and Potomac Station Drive until construction of the service station, the 75<sup>th</sup> residential occupancy permit or the Applicant’s discretion, whichever occurs first. Staff does not support a delay in the installation of the traffic signal.

- **Suggested Planning Commission Action:** The Planning Commission should request that the Applicant revise Proffer 3.a to require the installation of the Bank Street/Potomac Station Drive traffic signal no later than the initial occupancy permit for any building on the Property.

**F. Proffer 3.a Potomac Station Drive Traffic Signal, Contingency:** Staff notes that Proffer 3.a does not include a contingency for compensation by the Applicant whereupon the Town of Leesburg is compelled to install the traffic signal due to a public safety issue or by failure of the Applicant to perform. Staff recommends that the proffer include language that provides

compensation to the Town of Leesburg in the event the Town installs the traffic signal in advance of any proffered triggers.

- **Suggested Planning Commission Action:** The Planning Commission should request that the Applicant to revise the proffers to include language that provides compensation to the Town of Leesburg in the event the Town installs the traffic signal in advance of any proffered triggers.

**G. Proffer 5 Building Design:** This proffer includes a reference to Building Design Guidelines which the Zoning Administrator is to use to review building design. Staff does not support the use of design guidelines based on the comments stated earlier in this Staff Report and that fact that the Applicant has already prepared detailed illustrative building elevations.

- **Suggested Planning Commission Action:** The Planning Commission should request that the Applicant to revise the proffers to exclude references to Building Design Guidelines.

**VIII. 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”*

Implementation of the Community Commercial’s Site Design and Location characteristics are not adequately reflected in the proposed layout. The development is essentially split into two land bays which separate residential uses from commercial uses which results in a lack of vertically integrated uses or a Main Street Character. The overall appearance is a layout that provides three commercial pad sites surrounded by residential uses. However, the layout provides variety in unit-types, is walkable, and includes amenity areas scattered throughout the development. Although the layout is lackluster in its design, the proposed development achieves the intended purpose, land use, and appropriate intensity identified for properties designated Community Commercial. Referencing the PD approval criteria and the design characteristics of Community Commercial, Staff is unable to detect an “innovative” design approach or implementation of Town Plan Design goals. Staff does not find the proposed layout consistent with the *Town Plan*. This criterion is not satisfied.

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

This criterion is satisfied. Staff is unaware of any conflicts regarding binding agreements with The County of Loudoun or any regional planning issues.

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

This criterion is satisfied. The existing transportation network is adequate to handle the vehicular trips created by the proposed development. The proposed points of ingress and egress meet DCSM and Zoning Ordinance requirements.

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

In Staff’s opinion the application creates unacceptable conflicts with existing uses, particularly between the proposed service station and the existing apartments. This criterion is not satisfied.

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

This criterion is satisfied. No new public infrastructure is required to serve the site. Water, sewer, and stormwater management facilities will be addressed during site plan review and will be adequate to serve the site. In addition, the Applicant has proffered the necessary monetary contributions to the public school’s capital facilities costs.

**XI. Staff Recommendation:** Staff recommends denial of TLZM-2014-0001 Potomac Station Marketplace for the reasons identified in this Staff Report.

A recommendation of denial should include reasons as to why the application should be denied. The following reasons could justify denial of the application:

- The Application has not satisfied the Community Commercial design characteristics; and
- The approval criteria of TLZO Sec. 8.2.2.F have not been adequately satisfied; and
- Modifications to buffer-yard and screening requirements are contrary to the intent of the Planned Residential Neighborhood district; and
- Lack of proffered elevations does not adequately achieve superior architectural treatment.

**IX. Attachments:**

1. Potomac Station Market Place, Sheets 1-17 and Supplemental Documents SD.1-SD.12, as prepared by Dewberry, last revised September 21, 2015
2. Applicant’s Statement of Justification dated September 21, 2015

3. Applicant's Request for Modifications dated September 21, 2015
4. Draft Proffer Statement dated September 21, 2015



Date of Meeting: September 3, 2015

**TOWN OF LEESBURG PLANNING COMMISSION  
SUPPLEMENTAL STAFF REPORT**

**Subject:** TLZM-2014-0001, Potomac Station

**Staff Contact:** Michael Watkins, Senior Planner

**Applicant:** Jay Sotos, Potomac Station Mixed Use LLC  
4401 Wilson Boulevard, Suite 600, Arlington, VA 22203  
(703) 294-4540; [jsotos@clarkreality.com](mailto:jsotos@clarkreality.com)

**Applicant's Representative:** Michael Banzhaf, Reed Smith LLP  
3110 Fairview Park Dr. Suite 1400, Falls Church, VA 22042  
(703) 641-4319; [mbanzhaf@reedsmith.com](mailto:mbanzhaf@reedsmith.com)

**Proposal:** In response to the July 2<sup>nd</sup> Staff Report and subsequent discussion during the August 6<sup>th</sup> Planning Commission Work Session, the Applicant is requesting that the Application be revised to include a modification of the commercial to office ratio in TLZO Sec. 8.5.2.A.1.

**Planning Commission Critical Action Date:** **September 26, 2015**

**Web Link:** A comprehensive listing of all application documents is found here:  
<http://www.leesburgva.gov/government/departments/planning-zoning/liam-interactive-applications-map>

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**A. Planning Commission Request:** The Planning Commission agreed to continue discussion of the conflicts with the Applicant's proposal and the zoning requirements of TLZO Section 8.5.2.A Permitted Uses to the September 3<sup>rd</sup> meeting. In anticipation of the continued discussion, the Planning Commission requested guidance from the Zoning Administrator. The zoning issue is related to the ratio of retail to office uses in the PRC District. The Applicant and Staff met on August 11<sup>th</sup> to discuss the issue. The meeting concluded with the understanding that the Zoning Administrator needed additional time to consider the nature of the zoning constraint.

In response to the Planning Commission's request, Staff is advising the Planning Commission that the ratio requirements set forth in TLZO Sec. 8.5.2.A.1 apply to Potomac Station Mixed-Use Center as approved. The proposed application does not meet the applicable ratio. Because the application does not meet the applicable zoning requirement, Staff recommends denial of the application.

This report is intended to provide a history of the Potomac Station Mixed-Use Center and provide Staff's analysis of the ordinance requirement found in TLZO Sec. 8.5.2.A.1.

**B. History of the Potomac Station PRC Mixed-Use Center:** The property associated with this application was initially included in the Harper Park rezoning, ZM-134, approved June 14, 1994. See Figure 1. Harper Park included a 270 acre tract of land that was rezoned from R-E (Residential Estate) to PRC (Planned Residential Community). The ZM-134 approval included a **Mixed-Use Center** and residential land bays allowing:

- a maximum of 752 dwelling units, and
- a maximum non-residential density of 466,286 square feet; and
- a minimum non-residential density of 400,000 square feet.



Figure 1. Approved Harper Park Concept Plan – ZM 134

**1. First Amendment ZM-147**

ZM-147 Potomac Station PRC was the first amendment to ZM-134. The ZM-147 application amended proffers pertaining to a required mix of residential units in residential land bays and details regarding the dedication of a public school site.

**2. Mixed-Use Center Amendment #1, Parcels A and B**

ZM-154, Potomac Station Retail LLC, further amended the concept plan and proffers by separating the **Mixed-Use Center** from the residential land bays. The result created unique proffers for the residential land bays and the **Mixed-Use Center**, all operating under the PRC district requirements.

The ZM-154 proffers specified:

- a maximum non-residential density of 466,286 square feet, and
- a minimum non-residential density of 225,000 square feet.
- a minimum of 110,000 square feet of office uses.
- a maximum of 275,000 square feet of retail uses
- 150 multi-family units.
- a proffered layout of the 150 multi-family units and 110,000 square feet in Mixed-Use Parcel A
- a commercial to office ratio of 2.5:1 (a minimum of 225,000 sf of retail uses to a minimum of 110,000 sf of office use)

Staff notes that Town of Leesburg Zoning Ordinance (TLZO) did not contain a specified ratio of uses when ZM-154 was approved. The TLZO was recodified in 2003 moving the PRC requirements from TLZO Sec. 6A-16 to TLZO Sec. 8.5. TLZO Sec. 8.5.2.A was amended to include a required ratio of retail to office, 2.5:1 in 2003.

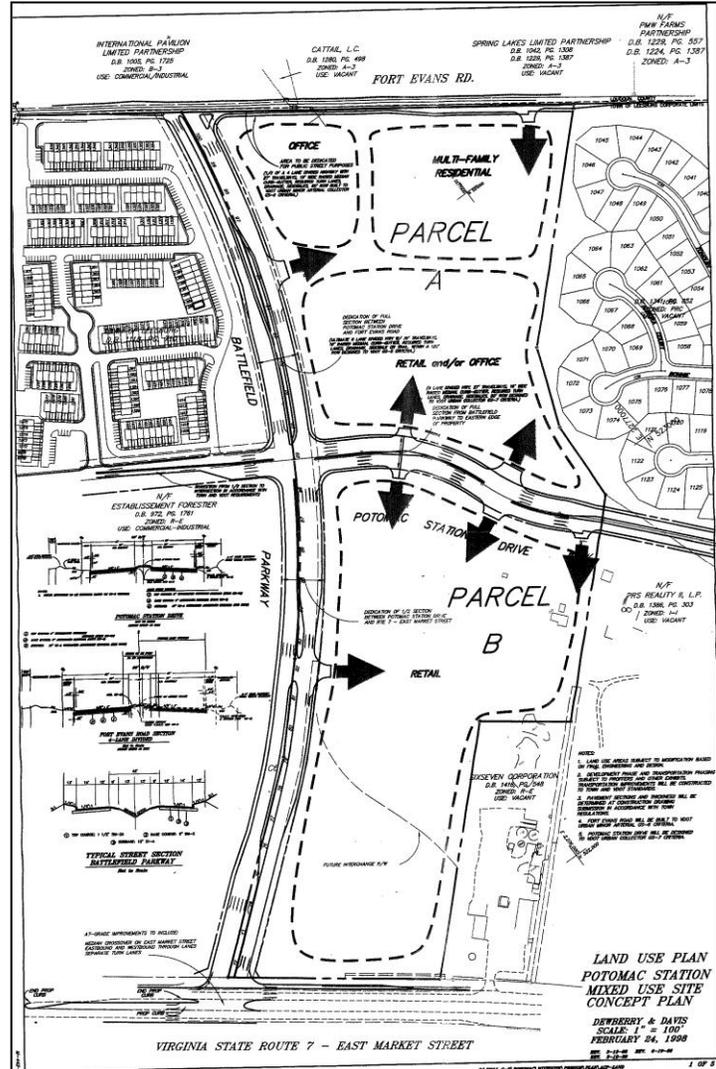


Figure 2. ZM-154 Concept Plan

### 3. Mixed-Use Center Amendment #2, Portion of Mixed Use Center Parcel A

Figure 3 depicts the first amendment to the Mixed-Use Center, TLZM 2006-0011. This application revised the layout, densities, and proffers for a portion of Mixed-Use Center Parcel A, but did not rezone the property to a different zoning district. The concept plan and proffers (Note #8 and Proffer #1) specify that uses will be in conformance with TLZO Section 8.5.2.A. The approval of TLZM 2006-0011 included a detailed Concept Plan and the following land use related limitations:

- a maximum total of 320 multi-family dwelling units, and
- a maximum of 44,000 square feet of non-residential uses, and
- a minimum of 35,000 square feet of non-residential uses, and
- a limitation where offices uses shall be limited to 30% of the non-residential uses.

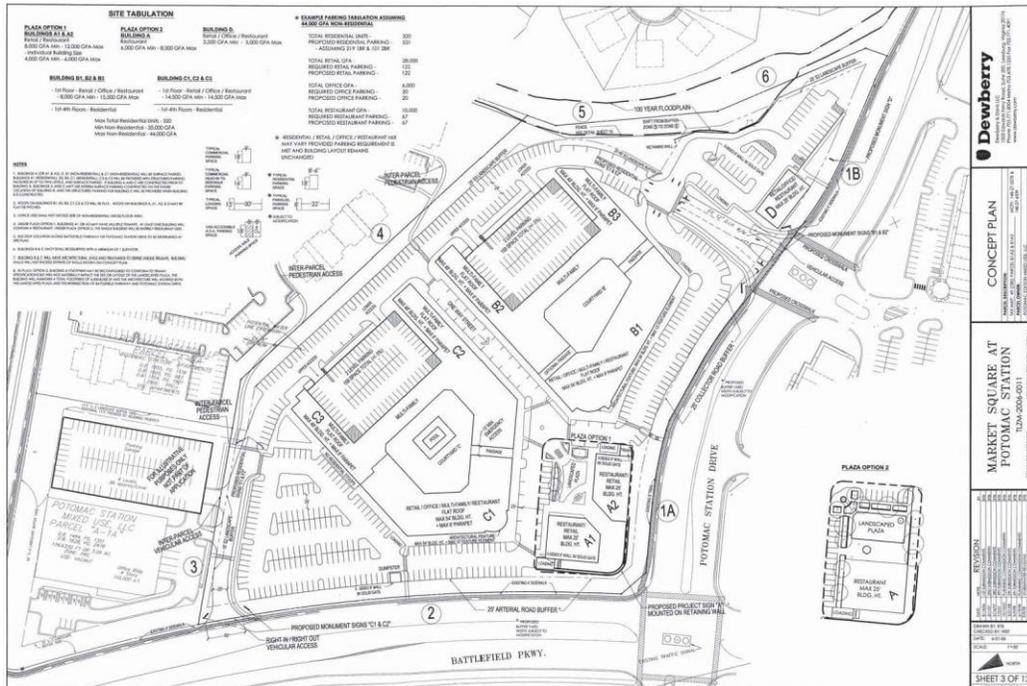


Figure 3. TLZM 2006-0011

Staff notes that the Potomac Station PRC **Mixed-Use Center** is composed of two land bays, Land Bay A is north of Potomac Station Drive and Land Bay B is south of Potomac Station Drive. Refer to Figure 2. The TLZM-2006-0011 Concept Plan only amended a portion of Land Bay A and did not affect Land Bay B. The approval of TLZM-2006-0011 created a set of proffers unique to a portion of Mixed-Use Center Land Bay A.

**4. Mixed-Use Center Amendment #3, Mixed-Use Center Parcel B**

Not directly tied to this application but part of the PRC Mixed-Use Center is TLZM 2011-0004, Potomac Station Parcel B. This amendment to the PRC Mixed-Use Center had the following impact on Parcel B:

- Delayed the closing of the Battlefield Parkway median break, and
- Memorialized a maximum non-residential density of 160,000 square feet based upon a private agreement limiting square footage, and
- Created unique proffers for Mixed-Use Center Parcel B.

**5. Mixed-Use Center Amendment #4, Portions of Mixed-Use Center Parcel A**

The subject application TLZM 2014-0001, proposes to amend portions of Mixed-Use Center Parcel A to:

- Decrease the non-residential density to 33,000 square feet
- Revise the residential density from 320 dwelling units to 158 units
- Eliminate 110,000 square feet of office uses

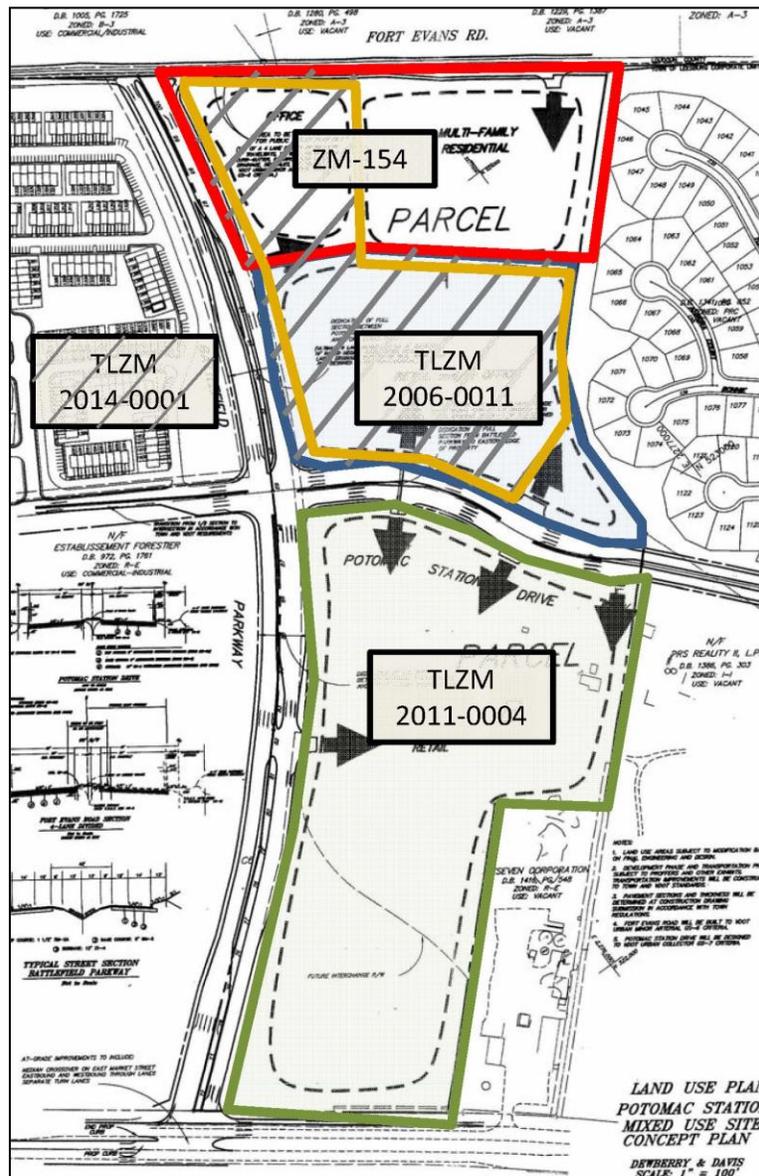


Figure 4. Zoning Amedments

**Summary**

The Potomac Station PRC **Mixed-Use Center** survives as three sets of concept plans and proffers:

- ZM-154, Potomac Station Retail LLC: three (3) acres located at the intersection of Fort Evans Road and Battlefield Parkway planned as office, and
- TLZM 2006-0011, Market Square at Potomac Station: 13.3 acres located at the intersection of Potomac Station Drive and Battlefield Parkway, approved for 44,000 square feet of non-residential uses and up to 320 dwelling units
- TLZM 2011-0004, Potomac Station Parcel B, the existing Giant grocery store shopping center, approved for 160,000 square feet of non-residential uses.

It is the opinion of Staff that the zoning requirements applicable to the Potomac Station PRC Mixed-Use Center, in total, remain unaffected by the prior three amendments to the **Mixed-Use Center**. The Potomac Station PRC Mixed-Use Center is obligated to provide a ratio of retail to office square footage as provided in TLZO Sec. 8.5.2.A.1. The initial approval of the Potomac Station PRC Mixed-Use Center relied upon the nonresidential density of 400,000 square feet to justify 752 residential dwelling units. Table 1 illustrates the erosion of nonresidential density with each rezoning amendment.

|           | GFA     | Min. Required GFA | Residential |
|-----------|---------|-------------------|-------------|
| ZM-134    | 466,286 | 400,000 sf        | 752 units   |
| ZM-154    | 466,286 | 225,000 sf        | 902 units   |
| 2006-0011 | -       | 195,000 sf        | 1,222 units |
| 2011-0004 | -       | 160,000 sf*       | -           |
| 2014-0001 | -       | 193,000sf         | 1,060 units |

\* TLZM 2011-0004 proffers only effected the density of Parcel B.

**C. Staff Analysis of the Proposed Modification:** The Applicant has submitted a modification request per TLZO Sec. 8.2.2.E that eliminates any requirement for office use on the subject property. See Attachment #2. The specific modification request states:

*“Potomac Station Mixed Use Parcels A and B may be developed with up to 250,000 square feet of commercial uses with no office uses consistent with the Community Commercial policies of the Town Plan.”*

Staff advises the Planning Commission that the Applicant cannot ask for a modification. TLZO Sec. 8.2.2.E states that Planned Development district zoning applications may request zoning modifications; however, the modification is subject to the following criterion:

*No modification shall be approved which affect uses, densities, or floor area ratio of the district.*

The Applicant’s requested modification is a specific request that affects the use and density of the required PRC district’s retail use to office use ratio, TLZO Sec.8.5.2.A.1. It is the opinion of Staff that approval of the requested modification would be in direct conflict with the Zoning Ordinance and that the modification cannot be requested.

Staff does offer the following clarifications of the Applicant’s August 24<sup>th</sup> Modification Request Letter:

- The Planning Commission did not vote to eliminate office use from the required uses on the Property. The Planning Commission opined that 110,000 may not be the appropriate amount of office given the remaining undeveloped area of the Mixed-Use Center.
- The Planning Commission directed Staff to consult with the Zoning Administrator to determine if the ratio requirements of TLZO Sec. 8.5.2.A.1 apply.
- Staff cites TLZO Sections 8.3.4.A and 8.3.5.A that states densities should not exceed densities expressed in the *Town Plan*. Although no minimum density is expressed, the amendment clearly falls short of the proffered densities of the initial application which created the PRC Mixed-Use Center. The numbers in the justification are inaccurate: the initial minimum gross floor area was 400,000 sf which is now requested to be reduced to 198,000 square feet.
- ZM 134 was approved with a Mixed Use Center. None of the subsequent proffer/concept plan amendments changed that fact.
- Neighborhood-serving commercial retail uses are required. An assembly of big box stores consuming the required minimum square footage cannot meet the required mix of uses. Neighborhood retail convenience center, as defined in TLZO Sec.18.1.113 is a permitted use. However, TLZO Sec. 8.5.2.A does not distinguish a neighborhood retail convenience center unique from the PRC Mixed-Use Center.
- The Applicant states that the property is designated in the *Town Plan* as Community Commercial and this designation does not require office use. Staff notes that TLZM Sec. 8.3 implements the *Town Plan* designation for the property regarding permitted uses. Permitted uses are established in the Zoning Ordinance and further, through the specific rezoning of the property. Again, the Potomac Station zoning specifically listed Mixed Use Center for Parcels A and B.

**D. Alternative Approach:** The Planning Commission has the opportunity to advise the Town Council through its review of land use applications. Except for the absence of required office uses, the Potomac Station Mixed-Use Center has been constructed in substantial conformance with its Concept Plans and Proffers. Based on Town Council's approvals of various concept plan and proffer amendments, a finding could be made that the ratio of uses required by TLZO Sec. 8.5.2.A.1 would only apply to the property subject to Applicant's control: the remaining unbuilt portion of Mixed-Use Center Parcel A.

A strict interpretation of the Zoning Ordinance would require the Applicant to revise the proposed layout to meet the purpose and intent of the PRC District and preserve the basis upon which the PRC Mixed-Use Center was approved. However, the

Planning Commission has opined that 110,000 square feet of office is unsuitable based on the build-out of the Mixed-Use Center to date and the remaining developable area, using the existing ratio requirement in TLZO Sec. 8.5.2.A. The Planning Commission could advise the Town Council that Town Council's actions of approving amendments to the Potomac Station Mixed-Use Center has reduced the developable area of the Mixed-Use Center to the undeveloped portions of Mixed-Use Center Parcel A. The ratio would then only apply to the density proposed by the Applicant. In this instance, the 2.5:1 ratio would be based upon the proposed commercial density, 33,000 square feet. The result is that 13,200 square feet of office uses would be required to support the proposed 33,000 square feet of retail. The Concept Plan and proffers would need to be revised to include phasing and alternative conceptual layouts which demonstrate compliance with ordinance requirements.

This type of approach recognizes the fact that through four proffer/CDP amendments, the office component of the Potomac Station Mixed Use Center has been limited to Parcel A as opposed to being integrated with Parcels A and B. Further, it has been relegated to one location in Parcel A meaning that an office component could only be built in the form of a singular 110,000 s.f. office building or possibly several office buildings. The Planning Commission and Staff alike have opined that local market realities will likely not be favorable for this type of office development. So it would be reasonable to consider a lesser amount of office at Potomac Station. However, office use could be integrated as a smaller component of the Mixed Use Center in Parcel A. This type of approach facilitates the intent of trying to find a mutually acceptable land development solution that allows the developer of Potomac Station to move forward with development on the last parcel but also respects the intent of the Planned Residential Community District to include both retail and office uses.

If this approach is deemed acceptable to the Planning Commission, Staff recommends that a finding be included with the final Planning Commission recommendation to Town Council that explains why this approach was considered. This finding should limit the approach to Potomac Station as a means to address the particular challenges of final build out options for Parcel A.

**V. Attachments:**

1. Applicant Response Letter dated August 24, 2015
2. Modification Request Justifications Letter dated August 24, 2015



Date of Meeting: August 6, 2015

**TOWN OF LEESBURG PLANNING COMMISSION  
SUPPLEMENTAL STAFF REPORT**

**Subject:** TLZM-2014-0001, Potomac Station

**Staff Contact:** Michael Watkins, Senior Planner

**Applicant:** Jay Sotos, Potomac Station Mixed Use LLC  
4401 Wilson Boulevard, Suite 600, Arlington, VA 22203  
(703) 294-4540; [jsotos@clarkreality.com](mailto:jsotos@clarkreality.com)

**Applicant's Representative:** Michael Banzhaf, Reed Smith LLP  
3110 Fairview Park Dr. Suite 1400, Falls Church, VA 22042  
(703) 641-4319; [mbanzhaf@reedsmith.com](mailto:mbanzhaf@reedsmith.com)

**Proposal:** **Proffer and Concept Plan Amendment:** A request to amend the Concept Plan and Proffers for TLZM 2006-0011, Market Square at Potomac Station for the purpose of:

- Reducing the residential density from 320 multi-family dwellings to 158 dwelling units (55 age restricted multi-family dwellings, 42 two-over-twos (stacked townhouses) and 61 conventional townhouses).
- Reducing the maximum commercial density from 44,000 square feet to 33,000 square feet.
- Revising the Concept Plan layout.
- Revising the Concept Plan general notes, details, zoning tabulations and development standards.
- Creating Architectural Design Guidelines
- Revising proffers to reflect the changes in permissible uses and density, related design elements, public improvements, and proffer guidelines.

**Planning Commission Critical Action Date:** **September 26, 2015**

**Recommendation:** Based on the amount and nature of unresolved issues, Staff is unable to make a positive recommendation at this time.

**Web Link:** A comprehensive listing of all application documents is found here:  
<http://www.leesburgva.gov/government/departments/planning-zoning/liam-interactive-applications-map>

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**I. Actions since the July 2, 2015 Planning Commission Public Hearing:** The Applicant and Staff met on two occasions to resolve issues identified in the July 2<sup>nd</sup> Planning Commission Staff Report and as a result, Applicant has made numerous

revisions to the Concept Plan and Proffers (see Attachments). Staff agrees with some of the changes but there are issues where Staff disagrees with the Applicant's proposed resolution. This supplemental staff report has been prepared to assist the Planning Commission as they discuss comments and concerns raised in the July 2<sup>nd</sup> Planning Commission Staff Report and the subsequent revisions.

Staff notes that the revised plans and documents were received on Monday, July 27, 2015. *Given the short time frame for review and the fact that Applicant has made additional changes that were not in response to any Planning Commission or staff comment, staff reserves the right to make additional comments on this submission.*

**II. Staff Analysis:** The review of this application is subject to the general rezoning approval criteria in TLZO Sec. 3.3.15 and the PD rezoning plan approval criteria in TLZO 8.2.2.F. The format in this report has two major components: "resolved comments" and "unresolved comments." First, there is a brief accounting of issues from the July 2, 2015 staff report that Staff believes are adequately addressed. Following that, unresolved issues are discussed, including Concept Plan, modifications and proffer comments.

**A. Resolved Issues/Comments:**

Notes, Tabulations and Typical Details

- 4.a Convenience Store Outdoor Seating:** Note was revised.
- 4.b Unnecessary Zoning Modifications:** Modifications of on-lot tree canopy and deck setbacks were removed.
- 4.c Notes Generally:** An unnecessary note was removed.
- 4.d Buffer-Yard Tabulations:** Buffer-yard tabulations for Buffer-yards K and L have been added.
- 4.f Patios:** Language was added to the note clarifying a 6-foot wide pedestrian path.
- 4.i Typical Two-Over-Two Lot Details:** All comments regarding miscellaneous clean-up items were addressed.
- 4.j Typical Townhouse Lot Details:** All comments regarding miscellaneous clean-up items were addressed.

General Site Design

- 4.m Major - Building 2B Orientation:** Additional landscaping was added to screen the proposed units from the existing single-family detached units to the east.

- 4.n Major - Building A Orientation:** The optional building orientation for the service station convenience store has been removed and the building can only be a western orientated building.
- 4.p Building B Dumpster Pad:** Storm sewer was relocated and additional evergreen screening was added.
- 4.s Handicap Parking:** Applicant will provide HC parking spaces in closest locations to buildings with the site plan.
- 4.t Pedestrian Connections:** The proposed pedestrian connection was revised to be outside the required buffer-yard.
- 4.w Fort Evans Road Site Entrance:** The proposed improvements to Fort Evans have been revised as recommended by Staff.
- 4.x Vehicle Turn-Arounds:** The layout has been revised to eliminate the need for the required turn-arounds.
- 4.y Water Line Connection:** The Concept Plan has been revised to depict water connections to all proposed buildings.
- 4.z Storm Sewer Missing:** Proposed storm sewer has been revised on the Concept Plan.
- 4.aa Storm Sewer Impacts:** The perceived outfall has been revised and there are no conflicts.
- 4.ff Pedestrian Paths, Swale Crossing:** The Applicant has responded that final design will accommodate pedestrian pathways without surface drainage crossings.
- 4.hh Alternate Layout A:** Alternate building orientations have been removed; therefore, the additional landscaping plans are not necessary.
- 4.jj Building 2C Landscaping:** Landscaping has been revised as recommended by Staff.
- 4.nn Multi-Family Parking:** Landscaping has been revised as recommended by Staff.
- 4.oo Waterline Conflict:** The waterline conflict has been removed.

Proffer Comments

- B. Architectural Review:** Proffer 6 was revised to insert language requested by Staff regarding review of building architectural compliance by the Zoning Administrator.

- F. **Commercial Setback:** Commercial setbacks have been added to the Concept Plan.
- G. **Truck Route:** The Concept Plan has been revised to provide notes that limit the access and prescribed route for fuel truck delivery.
- J. **Major - Center Street Phasing:** Center Street is now required to be completed with the initial development of the property and prior to the issuance of the first occupancy permit.

**B. Unresolved Comments:**

1. Town Plan Compliance: TLZO Section 3.3.8 requires an assessment of whether or not the proposed rezoning is consistent with the applicable provisions of the *Town Plan* and states that “*inconsistency with the Town Plan may be one reason for denial of an application.*” Further, TLZO Section 3.3.15 includes five approval criteria, the first of which states that a rezoning application must be consistent with the *Town Plan*. As a result of this analysis, Staff cites the following Community Commercial goals and objectives that may not be adequately implemented with the proposed development:

- Community Commercial projects should have a Main Street Character with a fine-grained land use pattern at a human scale. Blocks are typically not more than 400 feet long.
- Buildings should be located at the edge of the street right-of-way
- Community Commercial projects should combine uses vertically or horizontally to achieve convenience and vitality
- Buildings should be at least two stories

Although the initial subject area of the ZM-134 rezoning application has been amended several times, Staff notes that the PRC zoning district standards have not changed and that a mixed-use center is a required component of the PRC zoning district. Staff notes that the proposed amendments negatively affect compliance with the PRC zoning district requirements. The proposal is contrary to the minimum zoning requirements for the PRC District due to a lack of commitment to a 28.5 % office use

- **Suggested Planning Commission Action:** Staff requests feedback from the Commission regarding the proposed development’s consistency with Town Plan goals and objectives zoning ordinance compliance.

2. Zoning Compliance, PD District Approval Criteria: The Staff Report states that a majority of the PD District approval criteria of TLZO Sec. 8.2.2.F have been met. However, there is one criterion that should be further discussed.

TLZO Sec. 8.2.2.F.1.d: Is [the plan] compatible with the surrounding neighborhood: Generally, the proposed uses, density and layout provide appropriate transitions; however, Staff notes two areas in particular that do not: the service station use

adjacent to existing multi-family and the townhouses adjacent to the existing bank. Staff cites these two examples as the places where the plan is the least successful in appropriate compatibility with the neighborhood.

- i. **Service Station**: The ZM-154 Concept Plan did not depict a service station use in the proposed location. The preliminary design required by ZM-154 depicted an office building and structured parking that is considered more compatible and would limit the impact on the adjacent multifamily property to generally 8 a.m. to 6 p.m. Monday thru Friday.

To comply with required zoning standards, the service station use must be granted several modifications. First, buffer-yards are requested to be reduced from 50 feet to 10 feet (see Modification K below). The requested modifications significantly affect appropriate land use transitions and/or mitigation of the intensity of the service station use. Although the orientation of the main entrance to the building is now definitely away from the existing multi-family, the proposed 24 hours, seven days a week of operation, traffic, and associated noise would be better mitigated by the 50 feet of separation and associated buffer-yard landscaping. Staff notes that as a consequence in the reduction of the buffer-yard, the convenience store is 40 feet closer to the residences and that the required S-3 screening material (trees and shrubs) is reduced from approximately 256 pieces to approximately 44 pieces.

- ii. **Bank Drive-thru**: The layout has been revised to include townhouses that directly face and look upon an existing bank drive-thru. The TLSE 2007-0003 special exception plat that approved the drive-through only provides for limited landscaping because single-family attached dwellings were not previously contemplated in the proposed location.

- **Suggested Planning Commission Action**: Staff requests feedback from the Commission regarding these use compatibility concerns.

#### Notes, Tabulations and Typical Details

- 4.a **Outdoor Seating Location**: Remove “outdoor seating” from the hatching label surrounding Building A. This was not addressed.
- 4.e **Transformer Screening**: Response indicates that additional notes were added; however Staff was unable locate the notes on the Concept Plan. Applicant should provide an explanation.
- 4.g **Undefined features**: General Note #15 includes language that states “... *rooftop patios and/or other site features may be provided.*” Staff believes this language is too permissive and notes that these features could potentially prohibit additional canopy coverage or active recreation opportunities.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the inclusion of this note that permits additional features not identified on the Concept Plan.

**4.h Parking Spaces:** General Note #26 on Sheet 1 states “*Applicant reserves the right to create larger parking spaces and/or parking aisles as long as minimum parking space requirements are met and overall open space is not reduced below the minimum proposed.*” . The note potentially allows *substantial* deviation from the Concept Plan layout. Staff recommends that if the Applicant is aware of a potential parking issue, then different parking configurations be included with the Concept Plan. The Applicant’s response indicates that potential tenants have requested wider drive aisles and parking spaces and that the note provides greater flexibility. Staff notes that the Applicant is requesting modifications of buffer-yard widths and screening material, *a reduction in required parking*, is deficient in required canopy coverage and the additional widths create more impervious surface. Where will this extra space come from? Staff does not support inclusion of the note as written.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the inclusion of this note that permits the design of parking facilities at the time of site plan review, which may include larger parking spaces and drive aisles.

## Zoning

**4.1 Parking Tabulations:** Applicant proposes to reduce the 135 required parking spaces for the daycare, fast-food and retail establishments to 103 spaces for a 23% reduction in the parking requirement. These uses represent three standalone entities (pad sites) that create a mix of uses but which are not the “mixed use” that qualifies for shared parking under TLZO Sec. 11.4.5. Shared Use Time of Day Factors. Applicant has not proved that the uses will not actually compete for the same spaces at the same time. Given the nature of the uses and the proximity of the provided parking Staff does not support the reduction.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested parking reduction under TLZO Sec. 11.4.5.

**4.o Childcare Center Parking:** The child care center is proposed to have 30 employees which requires 30 parking spaces. The Concept Plan depicts 14 spaces located at the entrance to the child care center and 16 spaces located to the side. Child care centers have been typically approved with restricted loading zones spaces so that they are free and available for the patrons of the facility during normal hours of operation. The Applicant is proposing to time restrict the use of the loading spaces so that they are only available for loading and unloading during designated hours. Staff does not support the use of restricted loading

spaces and does not believe that the required number of parking spaces is provided in close proximity to the proposed child care center.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the restricted loading spaces and that adequate parking has been provided for the proposed child care center.

#### General Site Design

**4.p Dumpster Pad Location, Child Care Center:** Staff noted three main problems with the previous location of the day care dumpster pad, including that it was located along the projects main spine street (Center Street), was not well screened, was located very near the front of a residential unit, and it did not appear to be accessible for trucks given its location on a curve on the main spine road. In response, the Applicant has placed the dumpster location at the *rear* of a townhouse. The path from the child care center is over 120 feet from the back of the daycare building and no direct connection to the dumpster is provided. Staff does not believe this relocation has solved the main issue and has in fact created additional problems and should be moved away from the residences and closer to the actual user.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it believes the proposed dumpster location is adequate.

**4.r Underground Vaults:** Staff notes that the Applicant's SWM and BMP strategy includes the placement of two underground vaults located between Building 1B and Battlefield Parkway. Staff requests additional information that clarifies that adequate access has been provided for the maintenance of the underground SWM vaults. Staff notes potential conflicts with proposed landscaping and adequate screening from the residential units facing Battlefield Parkway.

**4.ee Amenity Space 3B:** Staff notes potential difficulty in constructing Amenity Area 3B, the major amenity space proposed by Applicant between Center Street and Multifamily Building 3A on Sheet 5, based on the preliminary grading plan and the proposed improvements. The Applicant should re-examine the proposed improvements based on the rough grades and evaluate the changes which may include retaining walls. The Applicant's response states that preliminary grading will be addressed at site plan.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it believes it is acceptable to assess the impact of grading issues on this amenity area at the time of site plan review with potential redesign of the amenity space after approval of the Concept Plan.

- 4.gg Retaining Walls:** Proposed retaining wall heights as required by TLZO Sec. 3.3.6.K.3 have not been provided. The Concept Plan should be revised to provide the preliminary retaining wall heights.

### Modifications

- B. On-Site Recreation:** TLZO Sec. 8.5.6 Open Space requires 25% of the land area to be established for public and common open space. Further, this section requires the provision of two (2) acres of public recreation for each 100 dwelling units. The net tract area is 14.8 acres and includes 158 dwellings, which requires 3.7 acres of open space including 3.2 acres of active recreation. Applicant's recreation proposal includes amenity areas on-site and off-site on adjacent property they own, a fitness center and 10-foot wide recreation trail. See Sheet 8 of the Concept Plan. The Applicant computes their recreation area to be approximately 1.8 acres although Staff believes this figure is actually less.

Staff does not believe that the intended recreational opportunities provided meet the intent established in the PRC district. Staff maintains its recommendation from the July 2 Staff Report that no less than 50% of the required active recreation area be provided on-site based on the recreational needs of typical townhouse residents. This can be achieved by reducing the overall residential density to decrease demand, or to increase land area for active recreation can be achieved by changing the unit type.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the recreation amenities provided by the Applicant and the request to modify the required on-site recreation area.
- C. Canopy Height:** TLZO Sec. 9.3.24.F requires that the canopy covering the gas pumps not exceed 14 feet to the lowest point in the canopy fascia, and the overall height not to exceed 17'-3". The modification would permit an "under-canopy" height of 17'-3" and an overall height of 20'-9". The Applicant has provided additional justification and exhibits which depict the canopy heights and cross section from Fort Evans Road, which indicate the need to safely operate semi-trailers beneath the canopy given the potential grade. *Staff does not object* to the requested modification based on the additional justification and exhibits provided by the Applicant.
- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to permit an "under-canopy" height of 17'-3" and an overall height of 20'-9".
- F. 20-Year Canopy Coverage:** TLZO Sec. 12.3 requires the preservation planting and/or replacement of trees on the property to provide the desired 20-year tree canopy coverage. The Applicant has requested to modify the 15% requirement in

residential land bays to 10%. Staff has recommended that the Applicant pursue alternative measures to comply with the canopy coverage requirement. The Applicant is now proposing a “weighted average”, where a portion of the commercial canopy requirements are provided within the residential area of the development. Staff notes that TLZO Sec. 12.3.3 permits an allowance to pay a fee-in-lieu of the required canopy coverage. This essentially a modification and must be granted by the Land Development official, in a by-right scenario, or by Town Council in the case of this application. The Applicant believes that the revisions did not necessitate the modification and eliminated the modification.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to permit a reduction in the tree canopy coverage to 10%.

**G. Buffer-Yards Adjacent to Certain Public Streets, Buff-Yard A:** TLZO Sec. 12.8.2.G.2 requires a 50-foot buffer-yard with required planting material adjacent to Fort Evans Road. The modification request is to reduce the width to 25 feet and reduce the number of required evergreen trees from 18 to 11. *Staff does not object* to the decreased width but recommends retention of the required evergreen trees. These trees could assist in achieving the required 20-year canopy coverage.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

**H. Buffer-Yards Adjacent to Certain Public Streets, Buff-Yard H:** TLZO Sec. 12.8.2.G.2 requires a 35-foot buffer-yard and required planting material. The proposed buff-yard is sufficient in width but deficient in that four evergreen trees are asked to be eliminated. *Staff objects* and recommends that three additional evergreen trees can be added to screen the driveway for Unit #32. *If* the plant material cannot be located in the buffer-yard, then the Applicant should find another suitable location on the property to assist in meeting the 20-year Canopy Coverage requirement

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

**I. Buffer-Yard Elimination, Buffer-Yard C:** Buffer-Yard C is located between the existing apartments and a proposed amenity area. TLZO Sec. 12.8.3 requires a 25-foot buffer-yard and S-1 planting screen. The Applicant requests to remove the buffer-yard and required planting material. The Applicant’s justification is based on a proposed design which attempts to integrate open space for the existing apartments and on-site open/amenity space proposed with this application. There are no proposed buildings and the use is proposed as open space and provides connection between the existing and proposed development. Therefore, *Staff does not object* to the modification request.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

**J. Buffer-Yard Elimination, Buffer-Yard K:** Buffer-Yard K is located between the proposed service station (Building A) and the retail uses (Building B). TLZO Sec. 12.8.3 requires a 10-foot buffer-yard and S-2 planting screen. The Applicant requests to provide a six-foot wide buffer-yard and understory trees, which results in a four-foot decrease in width and alternate planting material. Staff agrees that wide buffer-yards with dense vegetative screening may be inappropriate based on the proposed layout. The proposed modification essentially meets the intended buffer-yard requirements and *Staff does not object* to the modification.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

**K. Buffer-Yard Width Reduction, Buffer-Yard B:** Buffer-Yard B is located between the existing apartments and the proposed service station - Building A. TLZO Sec. 12.8.3 requires a 50-foot buffer-yard and S-3 planting screen. The Applicant is requesting to reduce the buffer-yard width to 10 feet. Staff notes that the Applicant is also the owner of the adjacent apartment complex. The Concept Plan has been revised to supplement the existing vegetation creating a denser vegetative buffer. In addition, the convenience store has been revised so that the entrance is oriented west. *Staff objects* to the location of the service station adjacent to existing residential dwellings when it necessitates several modifications; however, the Applicant has made significant improvements to the vegetative screen and changed the orientation of the entrance. Staff could recommend approval if additional year-round screening is placed along the rear façade of the convenience store.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

**L. Buffer-Yard Width Reduction, Buffer-Yard D:** Buffer-Yard D is located between the existing apartments and the proposed parking garages. TLZO Sec. 12.8.3 requires a 12.5 foot buffer-yard and an S-1 screen. The Applicant's request is to reduce the width to five (5) feet. The width and existing plantings exceed the intent of the buffering and screening for similar uses. The Proffers have been revised to include a requirement to provide the deficient width on the Applicant's adjacent property. In considering the modification, Staff included the proposed garages as appropriate supplemental screening measures. However, the Applicant has since added a note to the Concept Plan that permits the garages to be removed and replaced by surface parking spaces (see new Note #5 on Sheet 5). *Staff objects* to the requested modification as proposed. Staff could accept the

modification if it were conditioned to require additional year-round screening in the event the garages are removed and replaced with surface parking.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

**M. Buffer-Yard Width Reduction, Buffer-Yard G:** Buff-Yard G is located between the existing bank and proposed townhouses - Building 1F. TLZO Sec. 12.8.3 requires a 50 foot buffer-yard and an S-3 screen. The Applicant's request is to reduce the buffer-yard to a variable width and significantly reduce the screening material. The Applicant's justification is that large dense buffers are not conducive to a "mixed-use urban style" of development, approximately 100 feet separates the uses, and additional shrubs will be planted on the bank parcel.

Staff recommends denial of this modification. The existing bank (TLSE 2007-0003) already includes required planting as part of their special exception approval. The bank parcel is not a part of this application. If the modification is approved, the Applicant is placing a burden upon them to secure the necessary easements to plant the required shrubs, absent the higher vertical planting material screening the drive-thru. Nonetheless, the purpose of screening the use is not achieved. The proposed understory trees complement the front yards of the townhouse rather than act to obstruct the view of a bank drive-thru, and the variable width buffer is essentially zero feet in width. Essentially, the design is suburban in nature without the usual suburban-style landscaped buffer to separate the uses. Based on the burden to secure necessary off-site easements for the planting of shrubs and the lack of an adequate screen of the bank drive-thru, *Staff recommends denial* of the buffer-yard modification.

A potential solution is to provide a greater setback for the units from Bank Street. With the increased width an, alley of understory trees can be planted providing an appropriate screen between a bank drive-thru and residential townhouses.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

**N. Buffer-Yard Width Reduction, Buffer-Yard L:** Buffer-Yard L is located between the proposed day care center and townhouses along Battlefield Parkway. TLZO Sec. 12.8.3 requires a 35-foot buffer-yard and an S-3 screen. The requested modification would allow the location of a sidewalk and commercial dumpster within the buffer-yard. *Staff objects* to the requested modification. A commercial dumpster will be located greater than 150 feet from the commercial use and will be located 25-feet from the rear façade of a residential which would also include a rear-deck. Staff does not believe the dumpster location is appropriate and that the modification should be granted.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.
- O. Reduce Parallel Parking Space Width from nine (9) feet to eight (8) feet:** TLZO Sec. 11.6.2 requires a standard parallel parking dimension of nine (9) feet by 22 feet. The applicant is requesting to reduce the width to eight (8) feet. The Applicant states that the reduced parking space width reduces 626 square feet of impervious surfaces. Reducing 626 square feet of imperviousness over an approximately 644,688 square foot site does not justify this modification or the cumulative effect of all the requested modifications: active recreation area, buffer-yards and required tree canopy coverage. The Applicant has not demonstrated the net positive impacts of the cumulative modifications and their effect on the overall project. The conceptual layout does not provide vertically integrated uses or maximizes non-residential densities, but instead provides three pad sites and a residential design that dominates the layout. *Staff objects* to this modification.
- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the requested modification to reduce the buffer as proposed by Applicant.

Proffer Comments

- A. Phasing:** Absent from the proffers is a phasing program contrary to TLZO Sec. 8.2.2.D.25. Staff notes that 100% of the residential density may be constructed prior to the issuance of *any* non-residential occupancy permit. Staff suggests a ratio where no more than 50% of the single-family attached units and 50% of the multi-family units may be issued building permits until such time as 50% of the non-residential square footage has been constructed and received occupancy permits. Applicant disagrees with Staff and the Proffers have not been revised to address this comment.
- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the development phasing proposed by Applicant, or it should set forth any recommendation it may have regarding the appropriate phasing of this development.
- C. Building Design Guidelines, General Comments:** The Applicant has *not* made substantial changes to the comments generated by Staff regarding the illustrations depicting potential building elevations or the contents of the architectural guidelines proffered by the Applicant. Staff notes that the illustrations are not proffered and the guidelines are not sufficient to provide specific guidance regarding the articulation of commercial building facades (see the July 2, 2015 Staff report for previous comments). Staff notes that the Applicant has stated that there are at least two potential users of the service station and that proffered elevations are too limiting and may not be acceptable to the potential user. Staff recommended that the Applicant provide multiple examples of conceptual

building elevations consistent with the architecture of the two users to provide flexibility for potential users and a certainty of potential architectural design.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the reliance on architectural guidelines in lieu of building elevations as proposed by Applicant, or it should set forth any recommendation it may have lack regarding the guidelines or elevations.

**D. Utility Screening:** The guidelines for Building B state that “Pedestal cluster mailbox gangs, and screened utility meters will be allowed behind the building.” How will the meters be screened? Staff recommends revised the guideline to provide clarity of the intent to screen these appurtenances. Staff was unable to find any changes regarding utility screening in the design guidelines.

**E. Conformance Standards:** Staff notes that the Applicant has **not** proffered the Supplemental Documents attached to the Concept Plan, Sheets SD1 through SD9. Staff also notes that the typical language of “substantial conformance” and been replaced by “general conformance” in the building design guidelines. Staff notes the following:

- i. The buildings depicted on the supplemental document sheets are not required to be constructed as depicted. Staff also notes that the language contained in the text of the building guidelines is not nearly as descriptive as the conceptual building illustrations.
- ii. The guidelines generally lack specificity regarding the form of the building. The only instance in which conformance with conceptual building elevations occurs is with multi-family Buildings 3A and 3B. Applicant’s proffered building design guidelines state that Buildings 3A and 3B shall be in “*general*” conformance.

Staff notes that no changes were made to address this issue. Staff recommends that the proffer language be revised to include language that requires substantial conformance with proffered elevations.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the conformance standard language proposed by Applicant or it should set forth any recommendation it may have regarding the appropriate standard.

**I. Proffer 3.b Pedestrian Crossing Signal:** The proposed proffer states that pedestrian crossing signals will be added to the existing Potomac Station Drive and Battlefield Parkway intersection prior to the issuance of the 75<sup>th</sup> residential occupancy permit. Staff notes that the TLZM 2011-0006 Proffers required the installation of the pedestrian signal *prior to the installation of the 1<sup>st</sup> residential occupancy permit*. Staff does not support the delay and recommends that the pedestrian crossing signals be installed prior to the issuance of the first occupancy

permit for any building on the property to be consistent with the existing proffer in TLZM-2006-0011.

- **Suggested Planning Commission Action:** The Planning Commission should specify whether or not it supports the proffer language proposed by Applicant or it should set forth any recommendation it may have regarding the appropriate timing of the pedestrian signal.

**III. Staff Recommendation:** Based on the amount and nature of unresolved issues, Staff is unable to make a recommendation of approval at this time. However, the purpose of the work session is to resolve as many issues as possible. Depending on the outcome of the work session, there are opportunities to revise the Staff recommendation.

**IV. Next Steps:** The Planning Commission has multiple options regarding action on this application. Staff recommends one of the following courses of action:

- The Planning Commission can defer action until the September 3, 2015 Planning Commission meeting to receive revised documents and make a recommendation based on those revised documents.
- The Planning Commission can draft a list of recommended Concept Plan and Proffers revisions and forward the revisions with a recommendation of approval or denial to the Town Council.

**V. Attachments:**

1. Revised Concept Plan prepared by Dewberry revised through July 27, 2015
2. Revised Proffers dated July 27, 2015
3. Applicant response letter dated July 27, 2015
4. Revised Modification Request Summary dated July 27, 2015
5. Canopy Height Exhibit dated July 27, 2015



**Date of Meeting:** July 2, 2015

**TOWN OF LEESBURG  
PLANNING COMMISSION PUBLIC HEARING**

**Subject:** TLZM-2014-0001, Potomac Station Market Place

**Staff Contact:** Michael Watkins, Senior Planner

**Applicant:** Jay Sotos, Potomac Station Mixed Use LLC  
4401 Wilson Boulevard, Suite 600, Arlington, VA 22203  
(703) 294-4540; [jsotos@clarkreality.com](mailto:jsotos@clarkreality.com)

**Applicant's Representative:** Michael Banzhaf, Reed Smith LLP  
3110 Fairview Park Dr. Suite 1400, Falls Church, VA 22042  
(703) 641-4319; [mbanzhaf@reedsmith.com](mailto:mbanzhaf@reedsmith.com)

**Proposal:** **Proffer and Concept Plan Amendment:** A request to amend the Concept Plan and Proffers for TLZM 2006-0011, Market Square at Potomac Station for the purpose of:

- Reducing the residential density from 320 multi-family dwellings to 158 dwelling units (55 age restricted multi-family dwellings, 42 two-over-twos (stacked townhouses) and 61 conventional townhouses).
- Reducing the maximum commercial density from 44,000 square feet to 33,000 square feet.
- Revising the Concept Plan layout.
- Revising the Concept Plan general notes, details, zoning tabulations and development standards.
- Creating Architectural Design Guidelines
- Revising proffers to reflect the changes in permissible uses and density, related design elements, public improvements, and proffer guidelines.

**Planning Commission Critical Action Date: September 26, 2015**

**Recommendation:** Staff recommends the application be discussed at one or more work sessions to address unresolved issues regarding the proposed change in land use and Planned Residential Community (PRC) zoning district compliance.

**Application Acceptance Date: October 10 2015**

**Web Link:** A comprehensive listing of all application documents is found here:  
<http://www.leesburgva.gov/government/departments/planning-zoning/liam-interactive-applications-map>



*Figure 1, Location*

| <b>Table 1. Property Information</b> |  |                          |  |
|--------------------------------------|--|--------------------------|--|
| <b>Address:</b>                      | NW Quadrant of<br>Battlefield Parkway &<br>Potomac Station Drive | <b>Zoning:</b>           | PRC  |
| <b>PIN #</b>                         | 148-27-3578<br>148-37-4614                                       | <b>Planned Density:</b>  | 250,000 s.f. for<br>nonresidential; no<br>residential density<br>specified |
| <b>Size:</b>                         | 13.3 acres   | <b>Planned Land Use:</b> | Community<br>Commercial  |

**Suggested Motions:**

**Work Session**

I move that Zoning Map Amendment TLZM 2014-0001, Potomac Station Marketplace, be discussed at a Planning Commission Work Session on \_\_\_\_\_ to consider outstanding issues contained in the staff report dated July 2, 2015.

-OR -

**Approval**

I move that Zoning Map Amendment TLZM 2014-0001, Potomac Station Market Place, be forwarded to the Town Council with a recommendation of approval on the basis that the Approval Criteria of Zoning Ordinance Sections 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 2014-0001, Potomac Station Market Place, 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 \_\_\_\_\_.

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**I. Application Summary:**

Land Use: The Applicant is requesting to amend two rezoning applications associated with the Potomac Station Mixed-Use Center to permit:

- a service station (gas station with convenience store)
- a standalone commercial building
- a child care center
- up to a 158 dwelling units (multi-family, stacked townhouses and conventional townhouses )

Vehicular Access: Vehicular access is provided by (1) a signalized intersection on Potomac Station Drive, (2) a right-in-right-out on Battlefield Parkway and (3) a restricted left-in, right-in and right-out intersection on Fort Evans Road. Internal circulation is provided by privately maintained streets. Parking is provided via on-street parking, off-street parking, surface driveway spaces and garaged spaces.

Pedestrian Access: The conceptual design includes connections to existing public sidewalks/trails on Potomac Station Drive, Battlefield Parkway and Fort Evans Road. The internal streets are complemented by sidewalks, street trees and street lights.

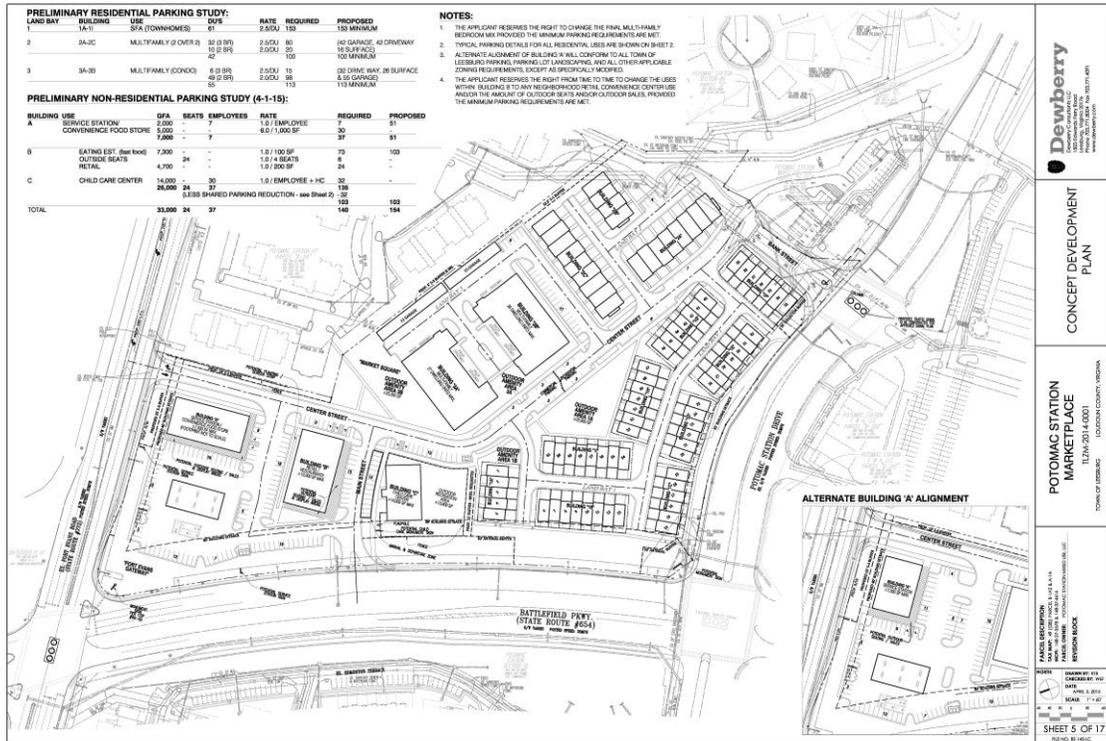


Figure 2. Proposed Concept Plan

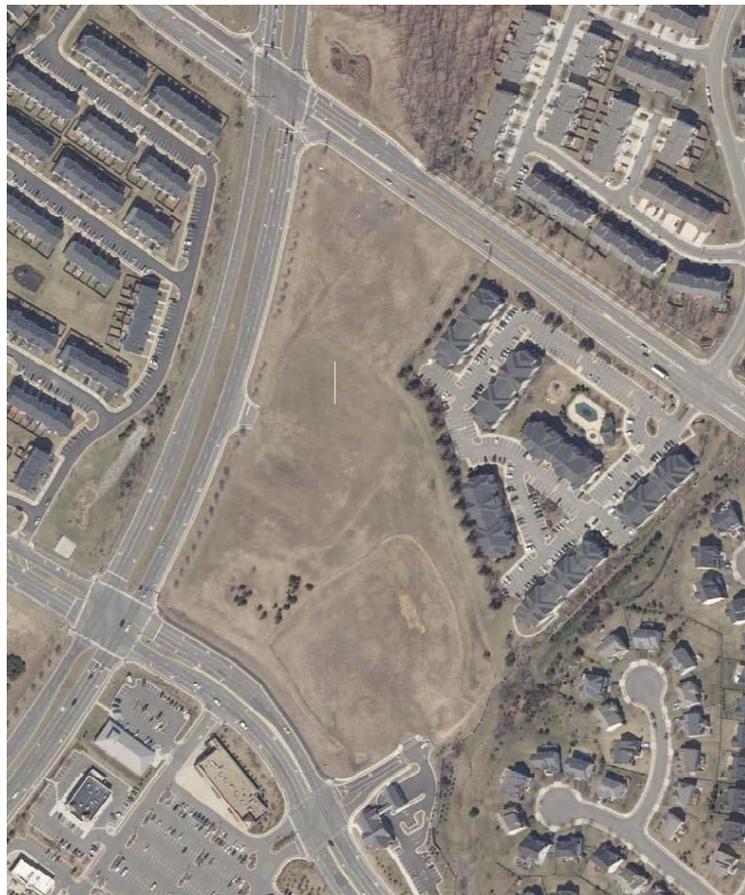
**Conceptual Layout:** The concept layout consists of three pad sites and a residential land bay connected by an internal privately maintained street. A gas station is proposed at the intersection of Fort Evans Road and Battlefield Parkway. The building is oriented in such a manner that the front façade faces Battlefield Parkway but is interrupted by the canopy for the gas pumps. The proposed commercial and child care center building facades face inward and share frontage along an interior street of approximately 200 feet in length. The two buildings share few architectural similarities. Adjacent to the pad sites are residential buildings consisting of townhouses, stacked townhouses and age restricted multi-family. The exterior residential buildings (all townhouses) face Potomac Station Drive and Bank Street. Interior residential buildings are oriented to the interior street. There are two exceptions: the multi-family building “fronts” are oriented to a parking court and one stacked townhouse building faces the existing single-family detached dwellings in Potomac Station.

**Landscaping/Amenities:** The Applicant has created a series of amenity areas for the residential portion of the property that provide active and passive open spaces. Amenity area 3B appropriately terminates the access drive from Battlefield Parkway. While near the commercial uses, this amenity area provides more buffering and open space for the multi-family residences rather than place-making opportunities for the commercial component of the project. Amenity area 1A is located in center of center of the residential land bay and includes age appropriate play areas.

The other amenity areas enhance the streetscape or decorate areas adjacent to buildings.

| <b>Table 2. Summary of Proffered Cash Contributions</b> |   |                        |
|---|---|------------------------|
| <b>Type of Contribution</b>                             | <b>Amount</b>                             | <b>Total</b>           |
| School Capital Facilities (Proffer 8)                   | \$15,619 / 61 TH<br>\$7,809 / 97 (MF 2/2) | \$952,759<br>\$757,473 |
| Recreation Contribution (Proffer 4.d)                   | \$1,000 / 158 du                          | \$158,000              |
| Off-Site Transportation Fund (Proffer 6)                | \$2,550 / 158 du                          | \$402,900              |
| Fire & Rescue (Proffer 5)                               | \$178.95 / 158 du<br>\$0.18/s.f. x 33,000 | \$28,274<br>\$5,940    |
| <b>Total Proffered Contributions</b>                    |   | <b>\$2,305,346</b>     |
| <b>Total for use by the Town of Leesburg</b>            |   | <b>\$560,900</b>       |

**II. Current Site Conditions:** As shown in Figure 7, the property is vacant. Minor land disturbance has occurred on the property to accommodate stormwater drainage and site access from Potomac Station Drive and Battlefield Parkway.



*Figure 3. Existing Conditions*

**III. Uses on Adjacent Properties nearest the Amended Areas:**

| Table 2. Adjacent Uses |                 |             |                                |
|------------------------|-----------------|-------------|--------------------------------|
| Direction              | Existing Zoning | Current Use | Town Plan Land Use Designation |
| North                  | County JMLA3    | Vacant      | In County                      |
| South                  | PRC             | Retail      | Community Commercial           |
| East                   | PRC             | Residential | Low Density Residential        |
| West                   | PRC             | Residential | Medium Residential             |

**IV. Zoning History:** The property associated with this application was initially included in the Harper Park rezoning, ZM-134, approved June 14, 1994. Harper Park included a 270 acre tract of land that was rezoned from R-E (Residential Estate) to PRC (Planned Residential Community). The ZM-134 approval permitted

- a maximum of 752 dwelling units, and
- a maximum non-residential density of 466,286 square feet; and
- a minimum non-residential density of 400,000 square feet.

Staff notes that the ZM-134 Concept Plan was a “bubble plan”, meaning that a conceptual layout was not provided. See Figure 4. The ZM-134 Concept Plan depicts residential land bays surrounding a mixed-use center.

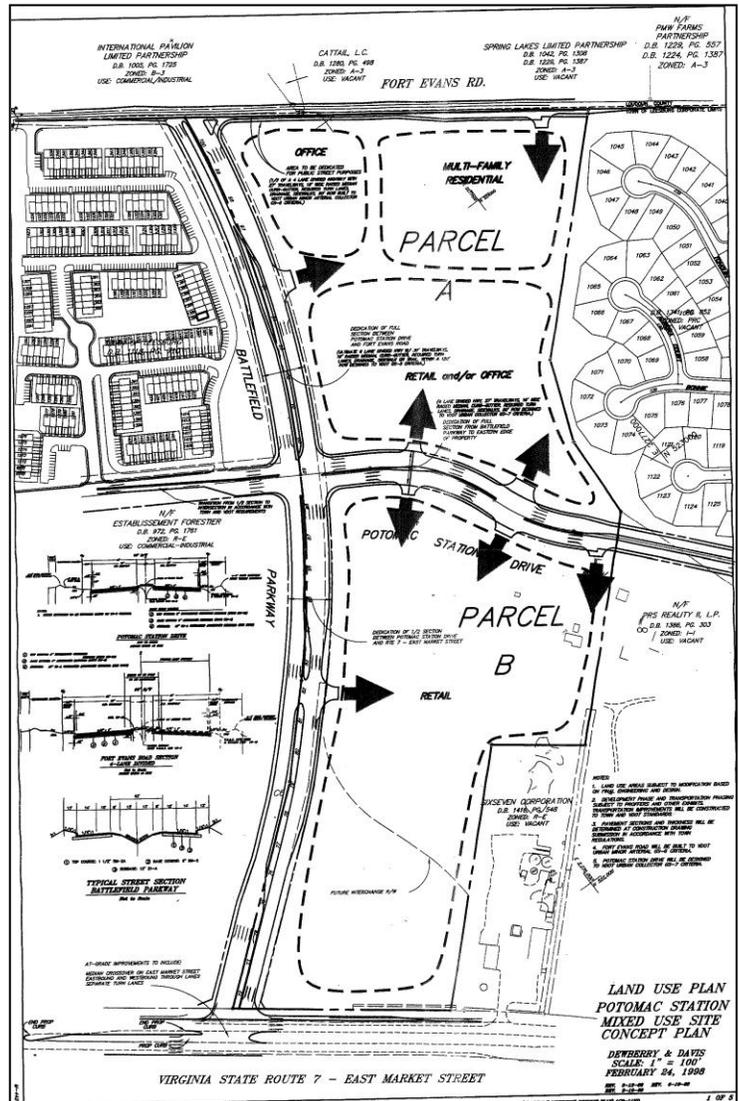


Figure 4. Approved Harper Park Concept Plan

The first amendment to ZM-134, ZM-147 Potomac Station PRC, was approved on June 30, 1998. The ZM-147 application amended proffers pertaining to a required mix of residential units in residential land bays and details regarding the dedication of a public school site.

Amending ZM-147 on June 30, 1998 was ZM-154, Potomac Station Retail LLC. The effect of this amendment separated the mixed-use center from the residential land bays and added qualifications to the required non-residential use's square footage. The ZM-154 proffers pertaining to land use included:

- a maximum non-residential density of 466,286 square feet, and
- a minimum non-residential density of 225,000 square feet.
- a minimum of 110,000 square feet of office uses.
- a maximum of 275,000 square feet of retail uses.
- 150 multi-family units.
- a proffered layout of the 150 multi-family units and 110,000 square feet in Mixed-Use Parcel A



**Figure 5. ZM-154 Concept Plan**

The Potomac Station Retail mixed-use center was further amended by TLZM 2006-0011 which was approved October 15, 2008. The TLZM 2006-0011 application only affected the Potomac Station Retail Mixed-Use Center Parcel A. The approval included a detailed Concept Plan and the following land use related limitations:

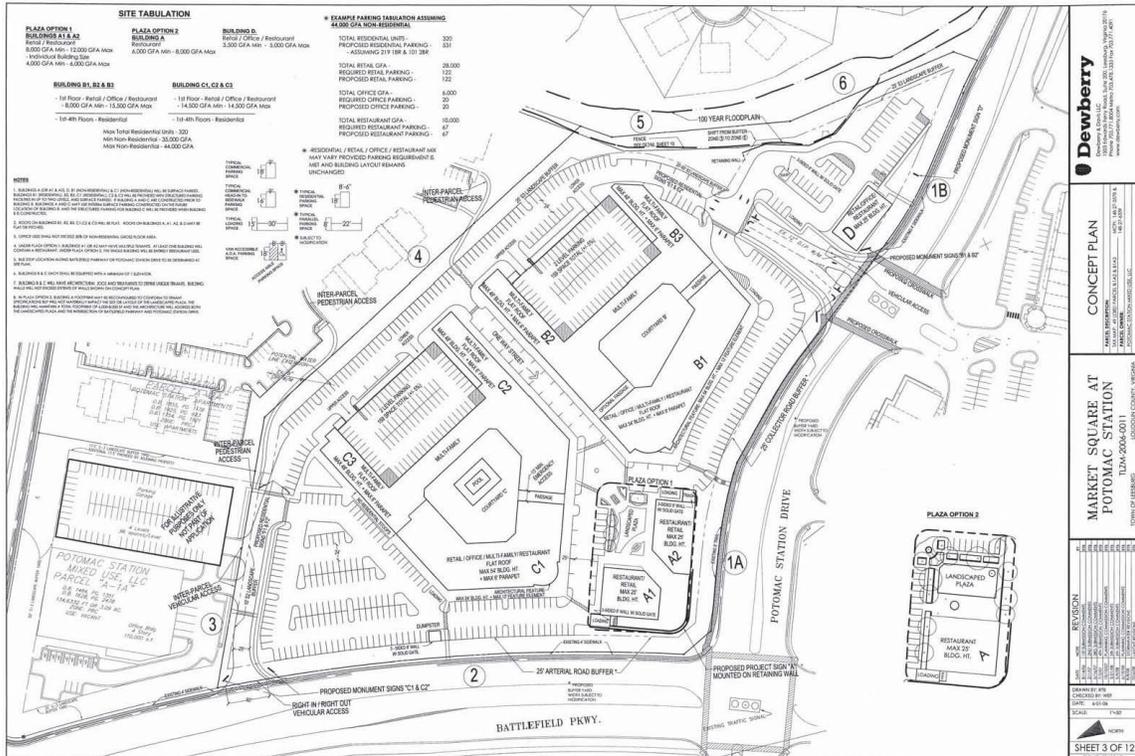
- a maximum total of 320 multi-family dwelling units, and
- a maximum of 44,000 square feet of non-residential uses, and
- a limitation where offices uses shall be limited to 30% of the non-residential uses.

Not directly tied to this application but part of the PRC mixed-use center is TLZM 2011-0004, Potomac Station Parcel B. This amendment to the PRC mixed-use center had the following impact on Parcel B:

- delayed the closing of the Battlefield Parkway median break, and
- memorialized a maximum non-residential density of 160,000 square feet, and
- created unique proffers for Mixed-Use Center Parcel B.

As a result of these amendments to the initial Harper Park rezoning, there exist three sets of concept plans and proffers that affect the PRC mixed-use center:

- ZM-154, Potomac Station Retail LLC: three (3) acres located at the intersection of Fort Evans Road and Battlefield Parkway planned as office, and
- TLZM 2006-0011, Market Square at Potomac Station: 13.3 acres located at the intersection of Potomac Station Drive and Battlefield Parkway, approved for 44,000 square feet of non-residential uses and up to 320 dwelling units
- TLZM 2011-0004, Potomac Station Parcel B, the existing Giant grocery store shopping center, approved for 160,000 square feet of non-residential uses.



**Figure 6. TLZM 2006-0011 Concept Plan Existing Conditions**

Although the initial subject area of the ZM-134 rezoning application has been amended several times, Staff notes that the PRC zoning district standards have not changed and that a mixed-use center is a required component of the PRC zoning

district. Staff notes that the proposed amendments negatively affect compliance with the PRC zoning district requirements. This issue will be discussed with other Staff analysis in Section V of this report.

V. **Staff Analysis:** The review of this application is subject to the general rezoning approval criteria in TLZO Sec. 3.3.15 and the PD rezoning plan approval criteria in TLZO 8.2.2.F. These standards are discussed below

1. **Review Summary:** Three submissions of the rezoning application were reviewed by Staff. Although there are many unresolved zoning comments (see below), the Applicant has elected to initiate formal discussion of the application with the Planning Commission.

2. **Town Plan Compliance:** TLZO Section 3.3.8 requires an assessment of whether or not the proposed rezoning is consistent with the applicable provisions of the *Town Plan* and states that “*inconsistency with the Town Plan may be one reason for denial of an application.*” Further, TLZO Section 3.3.15 includes five approval criteria, the first of which states that a rezoning application must be consistent with the *Town Plan*. As a result of this analysis, Staff cites the following Community Commercial goals and objectives that may not be adequately implemented with the proposed development:

- Community Commercial projects should have a Main Street Character with a fine-grained land use pattern at a human scale. Blocks are typically not more than 400 feet long.
- Buildings should be located at the edge of the street right-of-way
- Community Commercial projects should combine uses vertically or horizontally to achieve convenience and vitality
- Buildings should be at least two stories

3. **Zoning Compliance, PD District Approval Criteria:** Staff makes the following findings in the review of the PD rezoning plan approval criteria.

- a. *Conformity with the Town Plan:* See discussion above.
- b. *PD District Purpose Achieved:* Staff *generally* agrees that most of the purpose statements in TLZO 8.1.1 are achieved, subject to the discussion regarding the overall mix of uses.
- c. *Could not be accomplished through other methods, such as variances or rezoning to a conventional zoning district:* The density and layout could be achieved through conventional zoning districts but some of the modifications would not be available in such a case.
- d. *Is compatible with the surrounding neighborhood:* Generally, the proposed uses, density and layout provide appropriate transitions; however, Staff notes two areas in particular that do not: The service

station use adjacent to existing multi-family and the townhouses adjacent to the existing bank.

- i. Service Station: Although a permitted use through the approvals of ZM-154 the Concept Plan did not depict a service station use in the proposed location. The preliminary design required by ZM-154 depicted an office building and structured parking that would limit the impact of the use on the property generally from 8 am to 6 pm Monday thru Friday.

To comply with required zoning standards, the service station use must be granted several modifications. Buffer-yards are requested to be reduced from 50 feet to 10 feet (see Section VI.K below). The requested modifications significantly affect appropriate land use transitions and/or mitigation of the intensity of the service station use. Although the orientation of the main entrance to the building is away from the existing multi-family, the hours of operation, traffic, and associated noise would be better mitigated by the 50 feet of separation and associated buffer-yard landscaping. Staff notes that as a consequence in the reduction of the buffer-yard, the convenience store is 40 feet closer to the residences and that the required S-3 screening material (trees and shrubs) is reduced from approximately 256 pieces to approximately 44 pieces.

- ii. Bank Drive-thru: The layout has been revised to include townhouses that directly face and look upon an existing bank drive-thru. The TLSE 2007-0003 special exception plat that approved the drive-through only provides for limited landscaping as single-family attached dwellings were not previously contemplated (see Figure 6).

Staff cites these two examples as the places where the plan is the least successful in appropriate compatibility with the neighborhood.

- e. Mitigates conflicts of use with adverse impacts on existing and planned development. Staff cites the above as an example where the application fails to mitigate conflicts in planned or existing development.
- f. Provides adequate public facilities. It is staff's opinion that the application provides sufficient infrastructure to support the development. In addition, the unique open space amenities complement the development, but the overall active recreation needs for the type of dwelling units proposed are not met.
- g. Adequately accommodates anticipated motor vehicle traffic volumes, including emergency vehicles. The proposed connections to existing public rights-of-way accommodate safe ingress and egress to the proposed

development. Staff does note concern with the potential for commercial cut-through traffic through a predominately residential section of the development when drivers use the interior private travelway (“Center Street” on the Concept Development Plan, Sheet 5) to move from Potomac Station Drive to Ft. Evans Road and vice-versa, to avoid the signal lights at Battlefield Parkway and Ft. Evans Road.

- h. *Preserves existing vegetation to the greatest extent possible.* The property has already been mass graded; therefore, there is little useful existing vegetation to preserve.
- i. *Mitigates unfavorable topographic and geologic conditions.* The property has already been mass graded, and as a result it does not appear that there are any significant topographic constraints.
- j. *Includes appropriate noise attenuation measures.* The proposed residential units closest to Battlefield Parkway have been oriented toward Potomac Station Drive and meet the applicable setbacks from Battlefield Parkway, a major arterial roadway. Staff recommends that the proffers be amended to require a higher STC (sound transmission class) window rating for those units fronting on Potomac Station Drive and the side elevations facing Battlefield Parkway.

4. **Concept Plan Comments:** The application received three (3) formal reviews but there remain comments that have not been addressed or comments generated by the latest changes made to the plan. Comments that have not been addressed are labeled “Old Comment”. Comments generated due to changes made to the plan are designated “New” comments. Staff makes the following fourth submission comments:

Notes, Tabulations and Typical Details

- a. **Convenience Store Outdoor Seating, Old Comment:** The definition for service station in TLZO 18.1.169 prohibits outdoor seating areas. The definition states “*Prepared foods such as sandwiches and cooked foods limited to off-site premises are permitted as an accessory use to the extent permitted by the special exception approved for the service station.*” The Concept Plan includes General Note #25 that states if the service station definition is revised to permit on-site premises consumption, Building A could include outdoor seating, subject to meeting applicable parking standards. The Concept Plan depicts and labels outdoor seating adjacent to Building A. The Applicant is pursuing the service station use as a “by-right” use under the PRC district use standards because it is part of a “Mixed Use Center”. The conflict is the proposed outdoor seating and the language of the service station definition. It is the opinion of Staff that the service station definition is more specific and requires special exception approval for the on-site consumption of prepared foods at an outdoor dining area. To eliminate the conflict, Staff recommends the following:



Staff believes this language is too permissive and limits the ability of the Zoning Administrator in examining potential conflicts. This is particularly concerning because there are no proffered elevations for most of the proposed buildings. The note should be revised to avoid conflicts with elevations and the design guidelines (see additional comments on the elevations and design guidelines below).

- h. Parking Spaces (Old):** Staff continues its objection to General Note #31. The note potentially allows substantial deviation from the Concept Plan layout. Staff recommends that if the Applicant is aware of a potential parking issue, then different parking configurations be included with the Concept Plan.
- i. Two-Over-Two Detail (Old):** Staff notes the following regarding the typical lot detail for the two-over-two unit:
  - i.** Add a dimension for the front-yard setback
  - ii.** Show the limits of the curb and gutter for the Residential Common Parking Court (RCPC). The parking space depth of 18 feet must be completely located outside the RCPC back-of-curb. Vehicles should not overhang into the RCPC.
  - iii.** Provide a minimum set back of 5 (five) feet from the back-of-walk to the doors of the sprinkler room to accommodate access without impeding pedestrian paths.
  - iv.** Correct the side-yard setback. One (1) foot is shown on the detail and four and a half (4.5) feet is depicted on the PRC Zoning Requirements Table on Sheet 2.
- j. Townhouse Detail (Old):** Staff notes the following regarding the typical lot detail for the two-over-two unit:
  - i.** Show the limits of the curb and gutter for the RCPC. The parking space depth of 18 feet must be completed located outside the RCPC back-of-curb. Vehicles should not overhang into the RCPC.
  - ii.** The detail depicts a “jog” in the building facades. The dimension for the driveway length is from a unit further removed from the rear lot line. There is the potential for someone to misinterpret that driveways could be less than 18 feet based on the diagram. To avoid this situation, relocate the minimum driveway dimension to a unit where the façade is closest to the rear lot line.
- k. Multi-family Parking Detail (Old):** Add minimum dimensions for the courtyard parking spaces and drive aisles in the detail on Sheet 2.

#### Parking

- l. Parking Tabulations:** Applicant proposes to reduce the 135 required parking spaces for the daycare, fast-food and retail establishments to 103 for a 23% reduction in the parking requirement. The uses represent three standalone entities (pad sites) that create a mix of uses but which are not

the “mixed use” that qualifies for shared parking under TLZO Sec. 11.4.5. Shared Use Time of Day Factors. Given the nature of the uses and the proximity of the provided parking Staff does not support the reduction.

#### General Site Design

- m. Building 2B Orientation (New):** Building 2B is located adjacent to the existing single-family detached dwellings in Potomac Station, north of the existing bank building. Staff notes that the front of the building is oriented towards the rears of the existing single-family dwelling units. The dwellings are separated by approximately 230 feet; however existing utilities and associated easements prohibit the installation of a vegetative screen. Staff notes that the special exception area of TLSE 2007-0003 does not affect this area of the property. Staff recommends that the orientation of the buildings be revised or that the Applicant investigate additional screening opportunities.
- n. Building A Orientation, (New):** Sheet 5 includes an alternate building orientation for Building A. Based on the use of Building A and the requested modifications, Staff does not support the alternate building orientation. The orientation depicted on the
- o. Child Care Center Parking (Old):** Based on the number of employees provided by the Applicant, 30 parking spaces are required. 14 spaces located at the entrance to the day care center are reserved for the required arrival/departure zone. 13 spaces are located to the side of Building C. Staff notes the following concerns:

  - i.** Less than half of the required spaces are in close proximity to the use. The use of Building B requires approximately 103 spaces and only 55 spaces are directly adjacent to the building.
- p. Dumpster Pad Location, Child Care Center (Old):** Staff notes the following problems:

  - i.** The dumpster is located along the projects main spine street, Center Street. It does not look like physical placement and or the landscape plan attempt to camouflage the location.
  - ii.** The dumpster is located very near the front of a residential unit, again with no screening.
  - iii.** The dumpster does not appear to be accessible for trucks given its location on a curve on the main spine road.
- q. Building B Dumpster Pad (Old):** Staff notes the following problems:

  - i.** This dumpster is located over a storm sewer.
  - ii.** This dumpster is not well screened from Battlefield Parkway
- r. Underground Vaults (New):** Staff notes that the Applicant’s SWM and BMP strategy includes the placement of two underground vaults located between Building 1B and Battlefield Parkway. The units face Battlefield

Parkway. Staff notes concern regarding accessibility for the routine maintenance of the vaults.

- s. **Handicap Parking (New):** Show entrance locations to verify that handicapped accessible parking are located closest to the entrance at the front of Buildings “A”, “B” and “C” in accordance with ADA regulations.
- t. **Pedestrian Connections (New):** Adjust the proposed sidewalk connection from “Building 2B” to the adjacent multi-family development so it does not run parallel along the multi-family sites’ existing 25-foot wide buffer yard. See suggested approximate location in red below.



Also, revise the proposed pedestrian connection from the sidewalk on the west side of “Building 3A” to the adjacent multi-family development so that it does not connect into an existing parking space.

- u. **Signs (Old):** Signage is typically reviewed and permitted separately from legislative applications. References to signage should be removed from the Concept Plan.

#### Vehicular Access

- v. **Sight Distance (Old):** All sight distance exhibits provided do not use the design speed as required for analyzing sight distances. Revise as necessary.
- w. **Fort Evans Road Site Entrance (New):** The proposed left turn into the site from Fort Evans Road westbound needs to be designed in order to prohibit left turns leaving the site onto Fort Evans Road. Revise to show this design. (See Attachment 8)
- x. **Vehicle Turn-Arounds (Old):** Provide appropriate SU-30 vehicle turn-arounds for the RCPCs located behind Buildings 1A, 2B, 1C and 1D.

Utilities

- y. **Water Line Connection (Old):** Staff notes that Sheet 6 Preliminary Grading and Utilities does not clearly depict a water connection to Buildings 3A and 3B. This must be corrected per TLZO Sec. 3.3.6.E.9.
- z. **Storm Sewer Missing (Old):** Staff notes that the storm sewer behind Building 1F does not connect to a proposed or existing storm sewer. This must be corrected.
- aa. **Storm Sewer Impacts (Old):** Staff notes that there are several trees located within a perceived storm sewer outfall adjacent to Building 2C. If this is an outfall, and an easement is required, the trees cannot be planted as proposed and additional buffer-yard modifications would be necessary.

SWM/BMP

- bb. **SWM Meeting Summary (Old):** Per the meeting on April 22, 2015 with staff and the applicant, it was determined that the eastern portion of the site (9.1 ac.) can be grandfathered for quantity (2 yr. and 10 yr.) in the existing Potomac Station, Section 9A pond. The BMP (quality) for the eastern portion will need to be provided via the existing Contech Stormfilter on the bank site. However, it now appears that much of this area bypasses the Stormfilter. Provide the performance based calculations to show how complete water quality treatment is obtained for this portion of the site.

The western portion of the site (5.7 ac.) proposes underground vaults for both water quality and water quantity. Provide the Runoff Reduction Method spreadsheet for the western 5.7 ac. that sufficiently provides evidence that phosphorus removal is obtainable per the new VSMP regulations for new development. Provide adequate calculations that meet the new VSMP regulations for channel and flood protection considering a man-made channel (9VAC25-870-10) to the existing pond. Provide documentation that the existing pond was and is designed to adequately handle the proposed runoff from this site.

Provide a note on the plan that states “Prior to Final Site Plan approval, the Applicant shall obtain a written statement from VDOT indicating that VDOT has no objection to the developer utilizing the pond located adjacent to the Best Buy store for water quality and/or water quantity for this phase of the Potomac Station development.” If VDOT plans to utilize or modify this pond with the Battlefield Parkway Interchange plans, the pond may not be available for required stormwater management for this phase of the Potomac Station development.

- cc. **RRM Spreadsheet Requirements (Old):** The “New” development RRM spreadsheet (DEQ) was not utilized and instead the re-development

spreadsheet was used. Refer to the following, use the correct spreadsheet and revise as necessary.

- i. Per the meeting on April 22, 2015 with staff, it was determined that the existing 50% removal will be allowed under the grandfathering provision.
- ii. A portion of the southern townhouse units (Lots 38-55) appear to bypass the Stormfilter located at the bank site, as shown in drainage area to the BMP, and actually is shown to outfall to an inlet in the parking area that outfalls to Potomac Station Drive. This issue has not been resolved as there appears that about 0.85 ac. (Buildings 1E, 1F and 1G) that cannot be treated by the existing bank Stormfilter and cannot be part of the 9.1 acres draining to the existing Stormfilter. Revise to show a Stormfilter at this outfall (@ Bldg. 1F) or modify the storm system so that the entire drainage area designed to flow through the existing Contech Stormfilter actually does. Revise drainage divides to match drainage areas

**dd. Revisions to Storm Sewer Conceptual Design (Old):** Staff notes the following necessary revisions to the conceptual design:

- i. Storm sewer layout provided on Sheet 6 shows a large portion of the eastern drainage area bypassing the existing Stormfilter BMP on the bank site, into a non-existent outfall behind Building 2B.
- ii. There is a portion of the site (Bldg. 1F) draining into Potomac Station right-of-way to a non-existent structure.
- iii. Inlet shown at NE corner of Building 2A but does not include an outfall.
- iv. Curb Inlet at the front of Bldg. "C" appears to be located in the sidewalk.
- v. Drainage from Fort Evans Road doesn't appear to have been taken into account with the current design.
- vi. Provide a design of the BMP vault in the western drainage area to be "offline" from the public drainage system.

### Grading

**ee. Amenity Space 3B (New):** Staff notes potential difficulty in constructing Amenity Area 3B based on the preliminary grading plan and the proposed improvements. The Applicant should re-examine the proposed improvements based on the rough grades and evaluate the changes which may include retaining walls.

**ff. Pedestrian Paths, Swale Crossing (New):** Staff notes that a proposed swale crosses proposed pedestrian connections from the existing apartment complex. The Conceptual Grading Plan, Sheet 6A note should be revised to include a note that states pedestrian connections shall be provided free from any obstructions, including drainage swales.

**gg. Retaining Walls (New):** Label the proposed retaining walls on Sheet 6.

Landscaping

- hh. Alternate Layout A (New):** It does not appear that a landscaping plan has been prepared for alternate layout of Building A. Revise Sheet 7 to provide a landscaping plan for the alternate layout of Building A.
- ii. RCPC Planting Areas (New):** Staff notes that the open space area between the stacked townhouses is too small for large canopy trees. Staff recommends revising the tree types to an understory tree based on the constrained area between driveways. Staff also recommends that the landscape plan be revised to include a planting detail for the driveway trees. The detail should specify that the planting area be free of stone and include amended soils.
- jj. Building 2C Landscaping (New):** Replace the proposed large canopy trees in front and on the side of “Building 2C” with understory trees. These trees are located too close to the building with a 5 foot separation at most.
- kk. Perimeter Parking Lot Landscaping (Old):** Include perimeter parking lot landscaping approximately 50 feet along the front of the 6 parking spaces at the end of the parking bay between “Building 2C” and “Building 3B” and adjacent to the existing multi-family development to the east. The landscaping is required since the proposed buffer-yard requires an S-1 Screen.
- ll. Conflicts with Easements (Old):** Staff notes that the landscaping scheme includes plantings in very close proximity to utilities. Staff notes that it appears that there are numerous potential conflicts with tree locations within easements. Staff notes that substantial conformance with the Concept Plan is required at the time of site plan review and that landscaping will not be eliminated for easements based on a lack of pre-planning, though some could be relocated due to final engineering design.
- mm. Approved Buffer-Yards (Old):** Provide the required 25-foot wide Buffer-yard (1/2 of 50 feet total) with an S-3 Screen for Buffer-yard ‘F’ with this plan. Under the Buffer-yard ‘F’ tabulation on Sheet 7 it mentions – “Buffer provided per approved TLSE-20007-0003 as detailed in the Phase 1 “Market Square at Potomac Station” Final Site Plan. TLSE-2007-0003 is specific to the bank site. See the limits of Special Exception as shown on Sheet 2 of the SE plat below.



- ii. The area directly adjacent to Building B is purely functional providing pedestrian access to a retail establishment and does not provide an aesthetic treatment or provide any recreational value. Moreover, the Applicant has requested modifications of buffer-yard requirements that would screen the “back-of-house” to the commercial tenants. The only exception Staff notes is the triangular area between Building B and the adjacent travel aisle.
- iii. The area located between Building C~~s~~ and 3A is purely functional providing pedestrian access to a commercial establishment and does not provide an aesthetic treatment or provide any recreational value.

Staff recommends that the open space calculation be revised to eliminate the areas identified in this comment.

### Amenity Areas

Staff notes that the proposed amenity areas complement the design as proposed. In the two larger amenity areas, passive and active recreation opportunities are provided and appear appropriately programed for their respective areas. However, Staff believes that active recreation opportunities are still underserved. Staff notes the following suggestions:

**qq. Amenity Area 1A (New):** The spacing of the opening from the sidewalk along Center Street creates an entry from the more public sidewalk; however, Staff believes that the proximity to a through street and on-street parking present potential safety concerns. Staff recommends that a continuous hedge be provided to create a more secure area for active play. The amenity area has plenty of access from the walks adjacent to the dwelling units.

**rr. Amenity Area 3A (New):** Although potentially difficult because of utilities, additional canopy trees and seating areas could supplement this amenity area and provided needed canopy coverage.

### Lighting

**ss. Battlefield Parkway Street Lights (New):** Staff notes that there are existing street lights along Battlefield Parkway. To diminish the potential of light trespass, Staff recommends that the light fixtures in the vicinity of the service station and the travel aisle leading to the Battlefield Parkway site entrance be revised to include shields.

**tt. Potomac Station Drive Street Lights (New):** Staff notes that there are existing street lights along Potomac Station Drive. In addition to the existing street lights, the proposed lighting plan includes fixtures on 16-foot tall poles spaced every 95 feet approximately 35 feet from the street. Staff believes that the proposed lighting scheme is too intense for a residential development. Staff recommends a more pedestrian scaled lighting fixture,

for example a bollard mounted lighting fixture along the sidewalks leading to the dwellings.

**uu. Fort Evans Road Street Lights (New):** The lighting plan does not depict the existing overhead light fixtures attached to existing utility poles. To diminish the potential of light trespass, Staff recommends that the light fixtures in the vicinity of the service station be revised to include shields.

**vv. Center Street Lighting (New):** The Lighting Plan currently depicts light fixtures on the east side of Center Street in close proximity to the apartments. Staff recommends that these may not be necessary due to the ambient light created by the fixtures on the west side of Center Street. Another opportunity is to propose a more pedestrian scaled bollard lighting fixture to diminish the potential impacts on the adjacent apartment building.

**ww. RCPC Lighting (New):** As proposed, there are no common lighting fixtures located along the RCPCs or “alleys”. At a minimum, Staff recommends that a lighting fixture be placed at the intersections of RCPCs or “alleys”.

#### Building Design

**xx. Service Station Canopy (New):** The Applicant has not provided an illustrative of the service station canopy. Based on the submission requirements of TLZO Sec. 3.3.6.E.17 and the requested modification regarding canopy heights, the Concept Plan should be revised to provide an illustrative of the proposed service station canopy.

**VI. Modifications:** TLZO Sec. 8.2.2.E Zoning Modifications permits applicants the opportunity to request modifications to zoning requirements *with justification*. Note that the applicant's justification is in their Statement of Justification (see Attachment 2). The modification approval criteria states that no modification shall be approved unless the Town Council finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation. Staff has the following comments regarding the requested modification.

**A. Lot Size:** TLZO Sec. 8.3.2 Lot Size requires single-family attached dwelling units to have a minimum lot size of 1,600 square feet. The Applicant is requesting a minimum lot size of 1,000 square feet. The Applicant cites the following as justification for the modification:

- the modification accompanies a residential design and layout that is more urban in style than the zoning ordinance requirements
- reduced lot size will allow meaningful shared outdoor amenity areas
- provide a mix of uses recommended by the Town Plan

**Staff Response – Objection:** Staff does not agree with the requested modification noting the following findings:

- while residential uses are permitted within the planned developments mixed-use center, the townhouse unit style and density diminish the opportunity for commercial and employment uses
- the Applicant has also requested a modification of the required open space from 3.2 acres to 1.0 acre
- the Applicant has requested several buffer-yard width reductions

The net effect of reducing lot sizes, open space requirements and buffer-yards does not enhance the intent of the mixed-use center

- B. Open Space: Open Space:** TLZO Sec. 8.5.6 Open Space requires 25% of the land area to be established for public and common open space. Further, this section requires the provision of two (2) acres of public recreation for each 100 dwelling units. The net tract area is 14.8 acres and includes 158 dwellings, which requires 3.7 acres of open space including 3.2 acres of active recreation. Applicant is proposing a total of 4.5 acres of open space although Staff believes this figure is actually less based on comments made below. The Applicant's justification is that the active recreation compromises the "*target density of the urban environment*". The Applicant offers compromising features such as bicycle racks interspersed throughout the development and a proffered contribution towards recreation facility capital improvements within Town of Leesburg. The Applicant also notes proximity to off-site recreation opportunities.

**Staff Response – Approvable with Revisions:** Staff agrees that alternatives may exist to compensate for the lack of required active on-site recreation area; however, the modification request is inadequate. Staff notes that the required open space may exceed ordinance requirements; however, the style of dwelling unit diminishes the capacity to meet the on-site requirement where the recreation area is provided in reasonable proximity to the residents of the development. Staff notes that practice of the Town's proffer guidelines normally includes a monetary contribution towards recreation capital facilities, exclusive of required on-site recreation. Moreover, the proposed residential use that generates the recreation requirements diminishes the desired employment uses in a planned development's mixed-use center.

**Staff recommends that no less than 50% of the required active recreation area be provided on-site based on the recreational needs of typical townhouse residents.** This can be achieved by reducing the overall residential density to decrease demand, or to increase land area for active recreation can be achieved by changing the unit type.

**C. Canopy Height:** TLZO Sec. 9.3.24.F requires that the canopy covering the gas pumps not exceed 14 feet to the lowest point in the canopy fascia, and the overall height not to exceed 17'-3". The modification would permit an "under-canopy" height of 17'-3" and an overall height of 20'-9". The Applicant justifies the modification on the need to safely operate semi-trailers beneath the canopy.

**Staff Response – Denial:** Staff notes that the truck turning template does not depict tractor trailer trucks operating under the canopy. The Applicant has not demonstrated an adverse impact by applying the codified zoning standard therefore the modification is not necessary. Staff notes that the location of the canopy is located at a prominent intersection and will have adequate visibility from the public right-of-way. A taller canopy would permit a less than desired focal point.

**D. AC Units:** TLZO Sec. 10.4.5.C requires heating and air conditioning units to be placed two (2) feet from the side or rear property line of the required yard is less than five (5) feet wide, and requires the installation of a solid fence or wall to screen the heating and air conditioning unit. The Applicant is requesting a modification to permit the location of the heating and air conditioning unit within zero to two feet (0-2') of a side property line, for rear loaded lots only, if a solid fence or wall is installed. The Applicant's justification describes the rear yard of rear loaded townhouses as a "utilitarian function". The rear loaded units are dominated by an alley environment where the primary function is to serve vehicular access and utility corridors. The adjacent units which are all rear loaded have at ground level a garage door which limits outdoor recreation.

**Staff Response - Approve:** Staff supports the modification and agrees with the justification provided by the Applicant. The modification only applies to the rear loaded units where outdoor recreation opportunities are limited. The source of a potential nuisance, the operation of the heating and air conditioning unit is sufficiently removed from habitable areas of adjacent dwellings, given the type of residential unit (townhouses).

**E. Building Setbacks from Certain Public Streets:** TLZO Sec. 10.4.5.E.5 requires that buildings be setback from Fort Evans Road a minimum of 80 feet. The Applicant is requesting to reduce the setback 40 feet, a 50% reduction. The principle justification for the reduced setback is to align with the existing structures on Fort Evans Road

**Staff Response – No Objection:** Staff does not object to the reduced setback for the following reasons:

- The reduced setback does not negatively affect the alignment of buildings on Fort Evans Road
- The proposed landscaping plan provides an aesthetic screen along Fort Evans Road

- Topographic changes from Fort Evans Road and the elevation of the first floor of the building diminish the impact of the building upon the road
- The proposed architecture provides sufficient building articulation along Fort Evans Road

**F. 20-Year Canopy Coverage:** TLZO Sec. 12.3 requires the preservation planting and/or replacement of trees on the property to provide the desired 20-year tree canopy coverage. The Applicant has requested to modify the 15% requirement in residential land bays to 10%. The Applicant's justification states that the request is based on an inconsistency in zoning enforcement between commercial and residential uses.

**Staff Response - Objection:** The property is located within a planned development's mixed-use center. Mixed-use centers are intended to include a vertical integration of uses; for example, residential over ground-floor commercial. Due to the "mix" of uses, TLZO Sec. 12.3.1.A, which requires 10% canopy coverage, would normally apply. Because this application is not vertically integrated the requirement has been calculated based on "land bays" by the Applicant. The ordinance recognizes that commercial development is much more land intensive and typically cannot provide the same tree planting opportunities as a residential development.

Staff objects to the modification for several reasons:

- The proposed development is not vertically integrated.
- The proposed mixed-center's commercial density has been significantly reduced to accommodate more residential density.
- Other requested modifications reduce opportunities to provide the required canopy coverage.

**Staff recommends that the Applicant consider other design alternatives which provide the required canopy coverage. Other alternatives could include a change in dwelling unit style or a decrease in density that provides the land area necessary to create the desired canopy coverage. TLZO Sec. 12.8.5 states that payment to the Tree Canopy Fund is required when the minimum canopy coverage cannot be achieved.**

**G. Buffer-Yards Adjacent to Certain Public Streets, Buff-Yard A:** TLZO Sec. 12.8.2.G.2 requires a 50-foot buffer-yard with required planting material adjacent to Fort Evans Road. The modification request is to reduce the width to 25 feet and reduce the number of required evergreen trees from 18 to 11. The Applicant's justification is based on the following:

- The reduced width allows an alignment of the proposed building similar to existing buildings on Fort Evans Road.

- The change in topography which varies from three (3) feet to 12 feet below Fort Evans Road.

**Staff Response – No Objection:** Staff agrees with the Applicant's justification. The impact of the use and building from Fort Evans Road is mitigated by the change in topography and the proposed landscaping. **Staff does recommend retention of the required evergreen trees. These trees could assist in achieving the required 20-year canopy coverage.**

- H. Buffer-Yards Adjacent to Certain Public Streets, Buff-Yard H:** TLZO Sec. 12.8.2.G.2 requires a 35-foot buffer-yard and required planting material. The proposed buff-yard is deficient four evergreen trees. The Applicant's justification is that an appropriate screen is achieved and provides a consistent street tree theme from Potomac Station Drive.

**Staff Response – Objection:** Staff notes that Sheet 6 Preliminary Grading and Utilities depicts an existing storm drain that extends from behind Building 1F through the buffer-yard. Additionally, a proposed storm drain structure is depicted at the end of the parking court serving Building 1F and extends outside the buffer-yard. Since the Applicant is deficient in canopy coverage and it appears that the existing storm drain will most likely be removed, Staff does not believe the modification is warranted and is not necessary. IF the plant material cannot be located in the buffer-yard, then the Applicant should find another suitable location on the property to assist in meeting the 20-year Canopy Coverage requirement.

- I. Buffer-Yard Elimination, Buffer-Yard C:** Buffer-Yard C is located between the existing apartments and a proposed amenity area. TLZO Sec. 12.8.3 requires a 25-foot buffer-yard and S-1 planting screen. The Applicant requests to remove the buffer-yard and required planting material. The Applicant's justification is based on a proposed design which attempts to integrate open space for the existing apartments and on-site open/amenity space proposed with this application.

**Staff Response – No Objection:** The concept plan depicts the area of the required buffer-yard as open space and includes a conceptual design for the area. There are no proposed buildings and the use is proposed as open space and provides connection between the existing and proposed development. Therefore, Staff does not object to the modification request.

- J. Buffer-Yard Elimination, Buffer-Yard K:** Buffer-Yard K is located between the proposed service station (Building A) and the retail uses (Building B). TLZO Sec. 12.8.3 requires a 10-foot buffer-yard and S-2 planting screen. The Applicant requests to remove the buffer-yard and required planting material. The Applicant's justification is that large dense

buffers are not conducive to a mixed-use urban style of development. The Applicant states that a 4-foot landscape strip may be provided if feasible.

**Staff Response – Objection:** Staff agrees that wide buffer-yards with dense vegetative screening may inhibit densities in a mixed-use environment. However, the proposed concept plan is less urban than the existing concept plan layout. Additionally, the Applicant has not met the required 20-year Canopy Coverage. Staff does not support the modification as requested.

**Staff recommends that the modification request be revised to include a 6-foot wide landscape strip to support the planting of understory trees (Crape Myrtle for example) to assist in meeting required canopy coverage requirements.**

**K. Buffer-Yard Width Reduction, Buffer-Yard B:** Buffer-Yard B is located between the existing apartments and the proposed service station, Building A. TLZO Sec. 12.8.3 requires a 50-foot buffer-yard and S-3 planting screen. The Applicant is requesting to reduce the buffer-yard width to 10 feet. The Applicant's justification states that the modification encourages unification of the existing apartment complex and the proposed development. Included in the modification is the provision of an opaque fence six (6) feet in height.

**Staff Response – Denial:** Staff notes that the matrix in TLZO Sec. 12.8.3 is intended to address potential incompatibilities between uses. The required 50-foot buffer provides separation of existing residential uses from the proposed service station. Required planting material complements the physical separation of the uses and aids mitigation of noise and traffic. Staff notes that the proposed use and site layout is significantly different from the concept proposed with TLZM 2006-0011. The previous concept plan included a mix of uses in an urban environment and accommodated 110,000 square feet of office use. Not previously included was a road connection to Fort Evans Road (see Figure 6 above). The convenience store portion of the service station has been orientated away from the existing apartments which minimize some of the impacts of the use, but the traffic and associated noise can be better mitigated with distance from the use. It is the opinion of Staff that the 10 feet is insufficient to accommodate the required planting material of an S-3 screen. As required the screening material would include 16 large canopy trees, 16 medium canopy trees, 32 understory trees, 32 evergreen trees, and 160 shrubs. The modifications do not address the inability to include the required material and must be revised.

The modification does not enhance the already approved Concept Plan, reduces the separation of the service station use from existing residential apartments, increases traffic impacts upon the existing apartments, and diminishes the ability to achieve required canopy coverage on the

property. For these reasons Staff recommends denial of this modification request.

- L. Buffer-Yard Width Reduction, Buffer-Yard D:** Buffer-Yard D is located between the existing apartments and the proposed parking garages. TLZO Sec. 12.8.3 requires a 12.5 foot buffer-yard and an S-1 screen. The Applicant's request it to reduce the width to five (5) feet. The Applicant's justification is based on the fact that the adjacent property has provided a 25-foot vegetated buffer, and that the additional five-feet would meet and exceed the ordinance requirement.

**Staff Response – Approval with Revisions:** Staff agrees with the Applicant's justification. The width and existing plantings exceed the intent of the buffering and screening for similar uses. However, Staff notes that five (5) feet from a structure impedes the mature growth of the proposed screening material. Since the Applicant is deficient in on-site canopy coverage, Staff suggests that the Applicant increase the buffer-yard width or proffer to secure necessary easements to provide the required screening material.



- M. Buffer-Yard Width Reduction, Buffer-Yard G:** Buff-Yard G is located between the existing bank and proposed townhouses, Building 1F. TLZO Sec. 12.8.3 requires a 50 foot buffer-yard and an S-3 screen. The Applicant's request is to reduce the buffer-yard to a variable width and significantly reduce the screening material. The Applicant's justification is that large dense buffers are not conducive to a mixed-use urban style of development, approximately 100 feet separates the uses, and additional shrubs will be planted on the bank parcel.

**Staff Response – Denial:** Staff notes that the existing bank (TLSE 2007-0003) already includes required planting as part of their special exception approval. The bank parcel is not a part of this application. If the modification is approved, the Applicant is placing a burden upon themselves to secure the necessary easements to plant the required shrubs. Nonetheless, the purpose of screening the use in not achieved. The proposed understory trees complement the front yards of the townhouse more than act to obstruct the view of a bank drive-thru, and the variable width is essentially zero width. Based on the burden to secure necessary

off-site easements for the planting of shrubs and the lack of an adequate screen of the bank drive-thru, Staff recommends denial of the buffer-yard modification.

- N. Buffer-Yard Width Reduction, Buffer-Yard L:** Buffer-Yard L is located between the proposed day care center and townhouses along Battlefield Parkway. TLZO Sec. 12.8.3 requires a 35-foot buffer-yard and an S-3 screen. The requested modification reduces the width to 15 feet and reduces screening material. The Applicant's justification is that the proposed 15-foot buffer-yard and screening and a retaining wall are sufficient. The Applicant also states that the uses, while in different categories, are compatible.

**Staff Response – Objection:** Staff notes that the orientation of the townhouses faces directly into the outdoor play area. As depicted on the Concept Plan, the fronts of the units are approximately 35 feet from the proposed retaining wall. The separation of units might be addressed; however, the intended screening is not.

**Staff recommends that evergreen trees be included in the screening planting to provide year-round screening.**

- O. Reduce Parallel Parking Space Width from nine (9) feet to eight (8) feet:** TLZO Sec. 11.6.2 requires a standard parallel parking dimension of nine (9) feet by 22 feet. The applicant is requesting to reduce the width to eight (8) feet. This modification request was not included in the Applicant's modification justification requests dated April 3, 2015.

**Staff Response – Objection:** The Applicant has requested several modifications that reduce the required active recreation area and buffer-yards and required tree canopy coverage. The Applicant has not demonstrated the net positive impacts of the cumulative modifications and their effect on the mixed-use center. The conceptual layout does not provide vertically integrated uses or maximizes non-residential densities, but instead provides three pad sites and a residential design that dominates the layout. The Applicant's modification justification statement must be amended to provide sufficient justification that the reduced parking space width is necessary. It is the opinion of Staff that these modifications, and the cumulative modification requests, do not positively affect the approved Concept Plan.

- P. Waive Light Trespass Requirements:** TLZO Section 12.11.4 excludes street lights from the light trespass requirement of 0.5 foot-candles and the property line. Based on the exclusion contained in the zoning ordinance this modification is not necessary.

**VII. Proffers:** The Applicant has submitted draft proffers dated June 10, 2015. Staff has the following comments and or concerns:

- A. Phasing:** Absent from the proffers is a phasing program contrary to TLZO Sec. 8.2.2.D.25. Staff notes that 100% of the residential density may be constructed prior to the issuance of any non-residential occupancy permit. Staff suggests a ratio where no more than 50% of the single-family attached units and 50% of the multi-family units may be issued building permits until such time as 50% of the non-residential square footage has been constructed and received occupancy permits.
- B. Building Design Guidelines, Operation:** The Concept Plan includes proffered conceptual building elevations. Along with those elevations the Applicant has prepared design guidelines to supplement the illustrative elevations. Staff notes that TLZM 2006-0011 Proffer 6 included details regarding the review of building elevations by the Zoning Administrator or his/her designee. The language was not included with the proposed set of proffers and Staff recommends their insertion. The recommendation is to assist in the operation of the proffer and future review of building elevations for construction.
- C. Building Design Guidelines, General Comments:**
1. **Commercial Elements:** The required elements of commercial buildings in this development generally include the following: predominately composed of brick, a specific color, include metal awnings, restrict window openings of no more than four (4) feet, dark colored window frames, have a height of 18-20 feet, parapet walls no greater than two (2) feet, may include a vertical element such as a tower, cornice, or cupola (but is not required), have complementary light fixtures, etc. There are no articulation requirements which address the principle form of the building. The guidelines are focused on materials. Without a stronger reference to “substantial conformance” with the conceptual elevations depicted on the supplemental document sheets, substantial changes could be made to the referenced building elevations.
  2. **Residential Elements, stacked townhouses:** Staff repeats the same concerns that the conceptual building elevations are legally not enforceable because there are no references of any conformance standard to the illustrative building elevations. Staff also notes the following:
    - i. Vinyl: The guidelines permit the use of vinyl on rear facades. Staff recommends the use of fiber cement siding like hardiplank siding.
    - ii. Carriage Door Garage: This term may not have the same connotation throughout the industry. A simple google search results in garage doors that open outward, a recessed, include windows, have ornate panels, are decorated with trim, or include decorative hardware. It is advised that an illustrative example be provided.



Approvals with legislative applications typically requires a finding of substantial conformance at the time of site plan review, building permit review and proffer compliance.

**F. Proffer 2.b Service Station/Convenience Food Store, Subdivision:** Staff notes that subparagraph (v) states that the property will be subdivided. Staff recommends that appropriate commercial lot setbacks be included on Sheet 2 of the Concept Plan.

**G. Proffer 2.b Service Station/Convenience Food Store, Truck Access:** This proffer requires fuel delivery trucks to use the Fort Evans Road entrance only. Staff recommends that a general noted be place on Sheets 1 and Sheet 11 of the Concept Plan describing the prescribed truck route.

**H. Proffer 3.a Potomac Station Drive Traffic Signal:** This proffer delays the installation of the traffic signal at the intersection of Bank Street and Potomac Station Drive until construction of the service station, the 75<sup>th</sup> residential occupancy permit or the Applicant's discretion, whichever occurs first. Staff does not support a delay in the installation of the traffic signal.

**I. Proffer 3.b Pedestrian Crossing Signal:** This proffer states that pedestrian crossing signals will be added to the existing Potomac Station Drive and Battlefield Parkway intersection prior to the issuance of the 75<sup>th</sup> residential occupancy permit. Staff does not support the delay and recommend that the pedestrian crossing signals be installed prior to the issuance of the first occupancy permit for any building on the property.

**J. Proffer 3.c Center Street Phasing:** This proffer permits a phased construction of the main interior street, Center Street; Phase 1, the predominately commercial area; and Phase 2, the predominately residential areas. Staff notes that the Applicant's traffic impact analysis (TIA) did not analyze an alternate distribution of vehicle trips based on phased construction of interior roads. Staff does not support the phased construction of roads not analyzed in the TIA.

**VIII. 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"*

The proposal is contrary to current Town Plan Community Commercial land use policies which call for such projects to combine uses vertically or horizontally to achieve convenience and vitality and buildings that are at least two stories.

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

This criterion is satisfied. Staff is unaware of any conflicts regarding binding agreements with The County of Loudoun or any regional planning issues.

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

The existing transportation network is adequate to handle the vehicular trips created by the proposed development. The proposed points of ingress and egress meet DCSM and Zoning Ordinance requirements.

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

In Staff’s opinion the amendment as proposed creates unacceptable conflicts with existing uses, particularly between the proposed service station and the existing apartments. This criterion is not satisfied.

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

The proposed amendment is consistent with prior land use approvals. No new public infrastructure is required to serve the site. Water, sewer, and stormwater management facilities will be addressed during site plan review and will be adequate to serve the site. In addition, the Applicant has proffered the necessary monetary contributions to the public school’s capital facilities costs.

**XI. Staff Recommendation:** Staff recommends a work session be held to further discuss unresolved issues of TLZM-2014-0001 Potomac Station Market Place based on the following findings:

- The proposal is contrary to current Town Plan Community Commercial land use policies which call for such projects to combine uses vertically or horizontally to achieve convenience and vitality and buildings that are at least two stories.
- The proposal is contrary to the minimum zoning requirements for the PRC District due to a lack of commitment to a 28.5 % office use.
- Lack of compliance with miscellaneous Zoning Ordinance and Design and Construction Manual requirements.
- Certain modification requests do not meet the standards for approval set out in the Zoning Ordinance.
- Insufficiency of the proffers which do not adequately address phasing and do not commit to building elevations or effective design guidelines.

**IX. Attachments**

1. Potomac Station Market Place, Sheets 1-17 and SD sheets1-9, as prepared by Dewberry, dated April 3, 2015
2. Applicant's Statement of Justification dated September 12, 2014
3. Applicant's Request for Modifications dated April 3, 2015
4. Draft Proffer Statement dated April 3, 2015
5. Proffer Exhibit A, Design Guidelines
6. Applicant's Third Submission Comment Response Letter dated April 3, 2015
7. TLZM 2006-0011 Approved Proffers
8. DPR Fort Evans Road Exhibit.

# POTOMAC STATION MARKETPLACE

TLZM 2014-0001

**Developer's Statement  
and Statement of Justification  
for Amendment of the Concept Plan,  
Rezoning Plan and Proffers Approved  
under TLZM 2006-0011 and ZM-154**

*September 12, 2014*

On June 14, 1994 Leesburg Town Council approved rezoning application ZM-134, Harper Park PRC with proffers, a project that became known as Potomac Station ("Potomac Station"). On December 12, 1995, Leesburg Town Council approved rezoning application ZM-147 that amended the Potomac Station proffers to address changes required by the Loudoun County School Board prior to acceptance of the proffered 35-acre Harper Park Middle School Site. Approval of Potomac Station allowed development of up to 752 dwelling units and up to 466,286 square feet of non-residential uses. On June 30, 1998 Leesburg Town Council approved rezoning application ZM-154, Potomac Station Retail, that allowed interim full-movement vehicular access to Potomac Station Parcel B from Battlefield Parkway and created separate proffers only applicable to Potomac Station Parcels A and B allowing independent development of such parcels from the balance of Potomac Station. On May 11, 1999, Town Council approved CSP-99-02, a Comprehensive Sign Plan Application for Potomac Station Parcels A and B. On January 8, 2013, Town Council approved TLZM 2011-0004 for Parcel B, which reaffirmed and clarified the interim access to Parcel B from Battlefield Parkway, determined that up to 160,000 square feet of non-residential uses described in Sections 8.5.2.A and 8.5.3 of the Zoning Ordinance could be developed on Parcel B, and accepted separate proffers for Parcel B, replacing all other proffers affecting this portion of Potomac Station.

On October 15, 2008 Leesburg Town Council approved Market Square at Potomac Station TLZM 2006-0011, a rezoning concept plan amendment for 13.3 acres of the 16.4 acre undeveloped portion of Parcel A. (Parcel A also includes Potomac Station Apartments which consists of 150 existing multi-family units developed on Parcel A-2A comprised of 7.91 acres which is not part of this application.) Town Council approval of TLZM 2006-0011 permits development on Parcel A of up to 320 multifamily dwelling units and up to 44,000 gross square feet of non-residential uses. The balance of the undeveloped portion of Parcel A consists of 3.09 acres which was included in ZM-154 and was outside the scope of TLZM 2006-0011. The 3.09 acre site was approved by ZM-134 and ZM-147 for development of one 110,000 square foot office building with structured parking. As used herein the term “Parcel A” includes the 3.09 acre office parcel A-1A within the 14.90 acres as shown on the Potomac Station Marketplace Zoning and Concept Plan by Urban attached as Exhibit A, but does not include Land Bay D, that was the subject of TLSE 2007-0003, or the 150 Potomac Station multifamily dwelling units.

After five years of attempting to spur development by pursuing tenants, buyers and lenders for Parcel A, the owners of Parcel A (the “Owners”) have heard repeatedly that no portion of Parcel A may be economically developed consistent with current zoning. The Owners have been unsuccessful in their efforts to pursue zoning interpretations for Parcel A for more flexible phasing of the project. The reasons for the extended lack of success in the market vary by use. With respect to the office building, the enclosed Fiscal Impact Analysis of Potomac Station dated September 24, 2013 (the “Fiscal Impact Analysis”), Robert Charles Lesser & Co. (“RCLCo”) concludes it is extremely unlikely the permissible office building will be developed on Parcel A. Per the Fiscal Impact Analysis, the demand for office uses in Potomac Station is extraordinarily weak because of the following factors:

- CoStar indicates 13.5% of the total office inventory in the Leesburg/Route 7 submarket, or slightly over 1 million square feet, is vacant. This includes new unleased space in existing office buildings in the Village at Leesburg and Fort Evans Plaza located in close proximity and, in the case of Fort Evans Plaza, directly adjacent to Parcel A that have remained vacant for many years after completion of the Town-required office construction. See enclosed market information in Exhibit B and in the Fiscal Impact Analysis. In addition

Oaklawn, TLZM 2005-0002, has been approved for many years for development of approximately 1.2 million square feet of office at the very prominent Dulles Greenway/Battlefield Parkway intersection. Despite years of marketing, none of the office uses have developed on Oaklawn which remains an open field despite immediate access to four lane divided and limited access roadways.

- Within the much larger Dulles Corridor submarket 16.5%, or over 9 million square feet, is vacant. This larger market has large vacancy rates despite Loudoun County's amendment of the Revised General Plan to permit mixed use development in the Route 28 Corridor, where several newly constructed office buildings along Route 7 and Route 28 and other approved office uses and office buildings in projects such as Potomac Farms Business Park, Ashburn Village, Commonwealth Center, Belmont Executive Center and Belmont Country Club are largely vacant. Approximately 1.4 million square feet of office has been approved for Belmont Country Club and approximately 1.3 million square feet of office has been approved by Belmont Executive Center. Both projects have direct access to the Route 7/Claiborne Parkway interchange, but despite such superior access only one building has been constructed which has substantial vacant space. Board of Supervisors' approval of a metro rail extension into Loudoun County along the Dulles Greenway will provide direct access from the Metro's planned Silver Line to approved mixed use developments including Moorefield Station and Loudoun Station, as well as Dulles Parkway Center, DuPont Fabros and the balance of Beaumeade. These projects adjacent to the approved rail improvements as well as other closer-in property described above now dramatically out-position Parcel A for future office and retail tenants.
- Until existing vacancy rates fall there will be little demand for the large, unphasable office building on Parcel A, which can only be constructed using structured parking, thereby necessitating office rental rates on the site above rates charged for vacant office space at surface parked buildings such as those that exist on adjacent Fort Evans Plaza;

- Parcel A is not considered an attractive site for office development because the Leesburg area is distant from the nearest mixed use office concentrations in Dulles, Ashburn and Reston served by the Dulles Greenway, Route 28 and the Silver Line as noted above; and
- Unlike the Village at Leesburg office uses, the permissible Parcel A office building is not proximate to the main travel ways in the area, lacks visibility from Route 7 and has poor access with its primary entrance being a right-in right-out access on Battlefield Parkway.

The infeasibility of the multi-family portion of TLZM 2006-0011 is tied to two major factors, among others: building cost and linkage with unviable retail. The multi-family buildings (Buildings A & B) require structured parking and have proffered first floor retail. These requirements of the Concept Plan drive up the cost of construction, a cost premium which cannot be justified with the languishing multi-family inventory. Multi-family rental rates in the Leesburg sub-market have been essentially flat for 5 years at a peak of \$1.60 per square foot, a rate which only justifies lightly proffered surface parked apartment projects. Compounding the rent/cost problem is the fact that retail users have no interest in the retail space within Buildings A, B & C because the parking is too distant from permissible stores and the access and visibility of such space is compromised. In addition, the failure of the Green Turtle restaurant on Parcel B has cast a doubt on the basic economic fundamentals of developing casual dining restaurants in competition with the strong retail momentum in Leesburg Village. In this tentative post recession period, retail users are very cautious and are only willing to commit when their businesses can operate under their best case scenarios. Correspondingly, a multi-family project cannot be financed with the prospect that the required and costly high ceiling retail space will sit empty, creating a major drain on the overall economics of the project.

The Fiscal Impact Analysis, which captures the inevitable delay of building in accordance with the approved Concept Plan, concludes over the twenty year forecast period from 2014 to 2033 developing Parcel A in accordance with the approved Concept Plan will generate a net fiscal impact of \$3,937,000 while the proposed development program described below will generate a positive net fiscal impact of \$4,776,000 million, a \$893,000 improvement. In an effort to

increase the positive net fiscal impact to the Town from development on Parcel A that will dramatically reduce the number of new residential dwelling units in the Leesburg market, while achieving Town Plan mixed use goals, the Owner plans to revise the land use plan for Parcel A to include the uses shown on the Concept Plan which include the following:

- Approximately 31,000 square feet of Neighborhood Retail Convenience Center uses including the following:

| <b>BUILDING:</b> | <b>MAX SF GFA:</b> | <b>USE:</b>  |
|------------------|--------------------|--|
| Building "A"     | 7,000 SF           | Service Station w/ Auxiliary Convenience Store                             |
| Building "B1"    | 12,000 SF          | Any use allowed for "Neighborhood Retail Convenience Center"               |
| Building "B2"    | 11,000 SF          | Any use allowed for "Neighborhood Retail Convenience Center" w/ drive-thru |
| Building "C1"    | 12,000 SF          | Child-Care Center  |
| Building "C2"    | 7,500 SF           | Any use allowed for "Neighborhood Retail Convenience Center"               |
| Building "C3"    | 12,000 SF          | Child-Care Center  |

- 55 age-restricted multifamily dwelling units on an area roughly equivalent to the current Parcel A-1A office subparcel;
- 42 two over two townhouse-style multifamily dwelling units;
- 63 single family attached/townhouse units; and
- Signage consistent with CSP-99-02 for the location at Fort Evans Road and Battlefield Parkway.

Instead of the currently permissible Mixed Use Center uses, the proposed development of Parcel A will result in less than 40,000 non-residential square feet consistent with Zoning Ordinance Section 8.5.2 Permitted PRC uses that include a Neighborhood Retail Convenience Center (the "Neighborhood Center"). The current application proposes approximately 31,000 square feet of Neighborhood Center uses, as permitted under Section 8.5.2 of the Zoning Ordinance, including a collection of retail, restaurant and service station uses to provide convenient facilities for existing and proposed Potomac Station residents as well as residents and others in the area east

of the Bypass. The property that is the subject of TLZM 2014-0001 is similar in size and function to the 19.72 acre developable portion of Land Bay C of the Village at Leesburg approved for development of up to 168 townhouse units, in close proximity to existing retail uses. Potomac Station Marketplace, like Village at Leesburg Land Bay C, is zoned PRC and is located in close proximity to existing employment (Fort Evans Plaza), retail (Potomac Station) and multi-family (Potomac Station Apartments) uses with existing and pedestrian connections designed to integrate the remaining undeveloped five percent of Potomac Station (13/270 acres) into the 95% developed Potomac Station project. As re-planned, Potomac Station Marketplace will integrate townhouse and multifamily uses with the Potomac Station Section 10 townhouses located west of Potomac Station Marketplace and the Potomac Station Apartments located east of the project. The employment uses north of Potomac Station Marketplace in Fort Evans Plaza and the Mixed Use Center retail uses on Parcel B may easily be accessed by the Market Square network of existing and planned sidewalks and trails. As encouraged by the Town Plan, Potomac Station Marketplace will add age-restricted units to Potomac Station. As is acknowledged in the Loudoun County General Plan, age-restricted uses are appropriate in mixed use settings and may supplant office or industrial uses in such settings, e.g., Leisure World in Lansdowne and Waltonwood in Ashburn Village. Consistent with such planning principles the Owner plans to develop 55 age-restricted units on three acres that will function like office uses due to low trip generation rates and no school impacts, with fiscally positive results for the Town of Leesburg.

Consistent with the foregoing, the Owner of Potomac Station Marketplace has enclosed proffers and a revised traffic impact analysis to reflect the above-described amendments. As requested by Town Staff during review of TLZM 2006-0011, the revised concept development plan includes the 3.09 acre office parcel A-1A in the 14.90 acre Parcel A and illustrates pedestrian-oriented development with Street A connecting Potomac Station Drive with Fort Evans Road. Project elements include buildings located at the edge of internal streets with wide sidewalks, street trees, benches, bicycle facilities and usable public spaces. The project combines retail, restaurant, townhouse and age-restricted uses to achieve convenience and walkability for Potomac Station Marketplace residents as well as residents and patrons of other portions of Potomac Station. The Owner plans to implement signage approved by CSP-99-02 for the northeast corner of Fort Evans Road and Battlefield Parkway consistent with

implementation of the Sign Plan on Parcel B. The Owner has included a vehicle fuel station and pedestrian-related restaurant and retail opportunities, currently absent along Battlefield Parkway, Fort Evans Road, River Creek Parkway and Potomac Station Drive. Existing and future residents and patrons of Potomac Station will be well-served by such uses that are not available in the heavily-traveled East Market Street corridor outside the Bypass.

Due to the limited scope of this application, the Owner of Potomac Station Marketplace has requested waivers of the following submission requirements:

1. Existing Conditions Plan. The Existing Conditions Plan of TLZM 2006-0011, Market Square at Potomac Station, is incorporated by reference.
2. Archaeological/Historic Information. Approval of the proposed revision of the concept plan for Parcel A will not impact archaeological or historic resources.

In response to requirements of Section 3.3.6.F. and G. of the Town Zoning Ordinance, the Owner has submitted the enclosed and updated Traffic Impact Analysis by Gorove/Slade Associates, Inc. dated September 18, 2013 with a September 12, 2014 Addendum (the "TIA") that meets all requirements of the Town Zoning Ordinance. As noted in the TIA and in the enclosed traffic scoping agreement in Table 1 on page 5 the comparison between proposed and approved uses indicates the proposed plan will generate fewer trips than the approved Concept Plan. Accordingly, there is no basis for imposition of transportation impact fees referenced in Appendix B of the Town Plan. The project as revised will result in 160 vs. 320 dwelling units and approximately 31,000 vs. 44,000 square feet of non-residential uses. Reduced transportation impacts from a project do not warrant increased impact fees.

The proposed proffer and concept plan amendment will allow a project with reduced transportation impacts and increased fiscal benefits to be developed compatibly with adjacent approved and developed land uses consistent with Town Plan policies. The Owner, its consultants and representatives look forward to working with Town Staff, Planning Commission members and Town Council to approve this application.

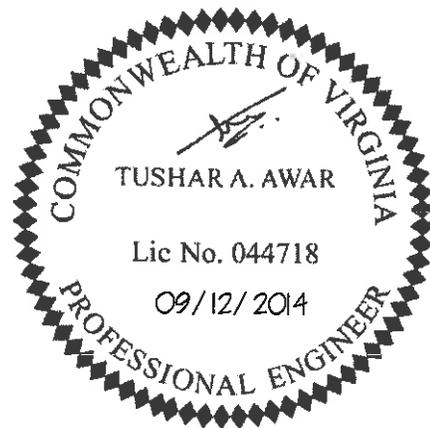
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**Traffic Impact Study Addendum**

**Potomac Station Marketplace**

**Town of Leesburg, VA**



**September 12, 2014**

**Prepared for:**

Potomac Station Mixed Use LLC  
4401 Wilson Boulevard, Suite 600  
Arlington, VA 22203



**GOROVE / SLADE**

Transportation Planners and Engineers

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**TECHNICAL MEMORANDUM**

To: Calvin Grow, P.E.  
Mike Watkins  
Town of Leesburg  
Town of Leesburg

Cc: Jay Sotos  
Mike Banzhaf  
Clark Realty  
Reed Smith

From: Chris Tacinelli, P.E.  
Tushar Awar, P.E., PTOE  
Erin Bailey, P.E.

Date: September 12, 2014

Subject: Supplemental Analysis for the Potomac Station Traffic Impact Study

**Introduction**

This memorandum serves as an addendum to the Potomac Station Traffic Impact Study dated September 18, 2013. This supplemental traffic analysis supports the 2<sup>nd</sup> submission of the Potomac Station Marketplace rezoning application in the Town of Leesburg, Virginia (rezoning application TLZM-2014-0001). The two objectives of this analysis are the following:

1. To demonstrate that the site entrances along Potomac Station Drive are sufficient to handle all of the residential site traffic, under the initial phase of development (no other access points were assumed for this analysis).
2. To demonstrate that the revised Potomac Station concept plan for the second submission generates **fewer** peak hour trips than the plan analyzed in the September 18, 2013 TIA.

**PHASING ANALYSIS:**

As described in the revised Potomac Station proffer statement, the proposed access points (site entrances) along Battlefield Parkway and Fort Evans Road will not be constructed until the construction of the first commercial building begins. Therefore, the initial phase will consist of the entire residential development with two entrances along Potomac Station Drive:

- The existing full access entrance at the BB&T bank;
- A future right-in only entrance south of the bank entrance.

This section provides traffic analysis to justify that the site entrances along Potomac Station Drive are sufficient to handle the residential site traffic, under the initial phase of development. It should be noted that the existing and background volume assumptions are consistent with the September 18, 2013 Potomac Station TIA.

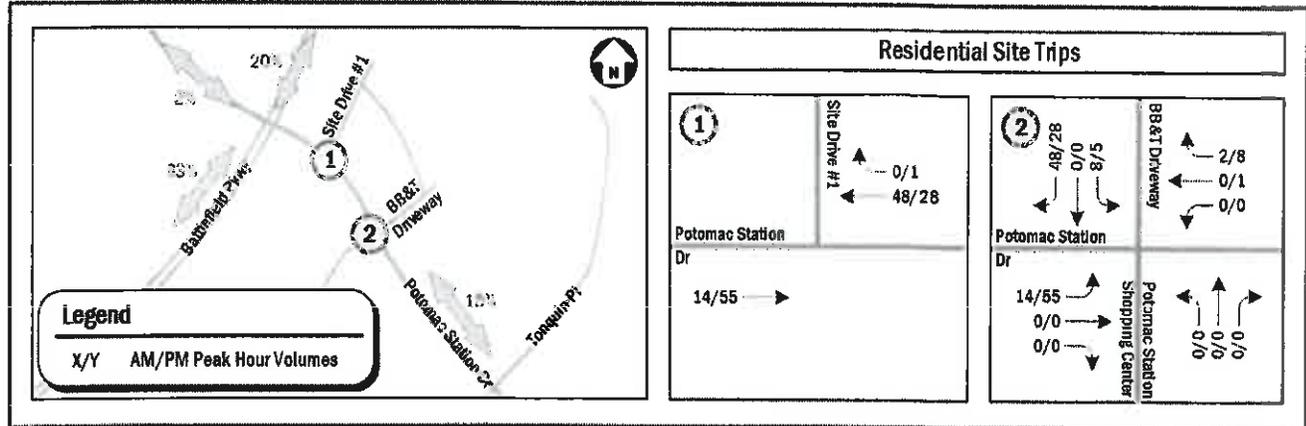
The residential development (consistent with the revised CDP) will consist of 42 multifamily units, 55 senior adult housing (attached) units, and 63 townhomes. The residential trip generation is shown in **Table 1**.

**Table 1: Residential Trip Generation**

| Land Use                       | ITE Code | Size       | Units     | Weekday      |           |           |              |           |           |               |
|--------------------------------|----------|------------|-----------|--------------|-----------|-----------|--------------|-----------|-----------|---------------|
|                                |          |            |           | AM Peak Hour |           |           | PM Peak Hour |           |           | Weekday Total |
|                                |          |            |           | In           | Out       | Total     | In           | Out       | Total     |               |
| <b>Proposed Residential</b>    |          |            |           |              |           |           |              |           |           |               |
| Multifamily                    | 220      | 42         | DU        | 5            | 20        | 25        | 27           | 14        | 41        | 379           |
| Senior Adult Housing- Attached | 252      | 55         | DU        | 4            | 7         | 11        | 9            | 6         | 15        | 185           |
| Townhomes                      | 230      | 63         | DU        | 7            | 29        | 36        | 29           | 13        | 42        | 431           |
| <b>Total Residential Trips</b> |          | <b>160</b> | <b>DU</b> | <b>16</b>    | <b>56</b> | <b>72</b> | <b>65</b>    | <b>33</b> | <b>98</b> | <b>995</b>    |

The residential trips from Table 1 were routed to and from the entrances using the regional distribution consistent with the September 18, 2013 traffic study. The residential site trips and trip distribution are shown in Figure 1.

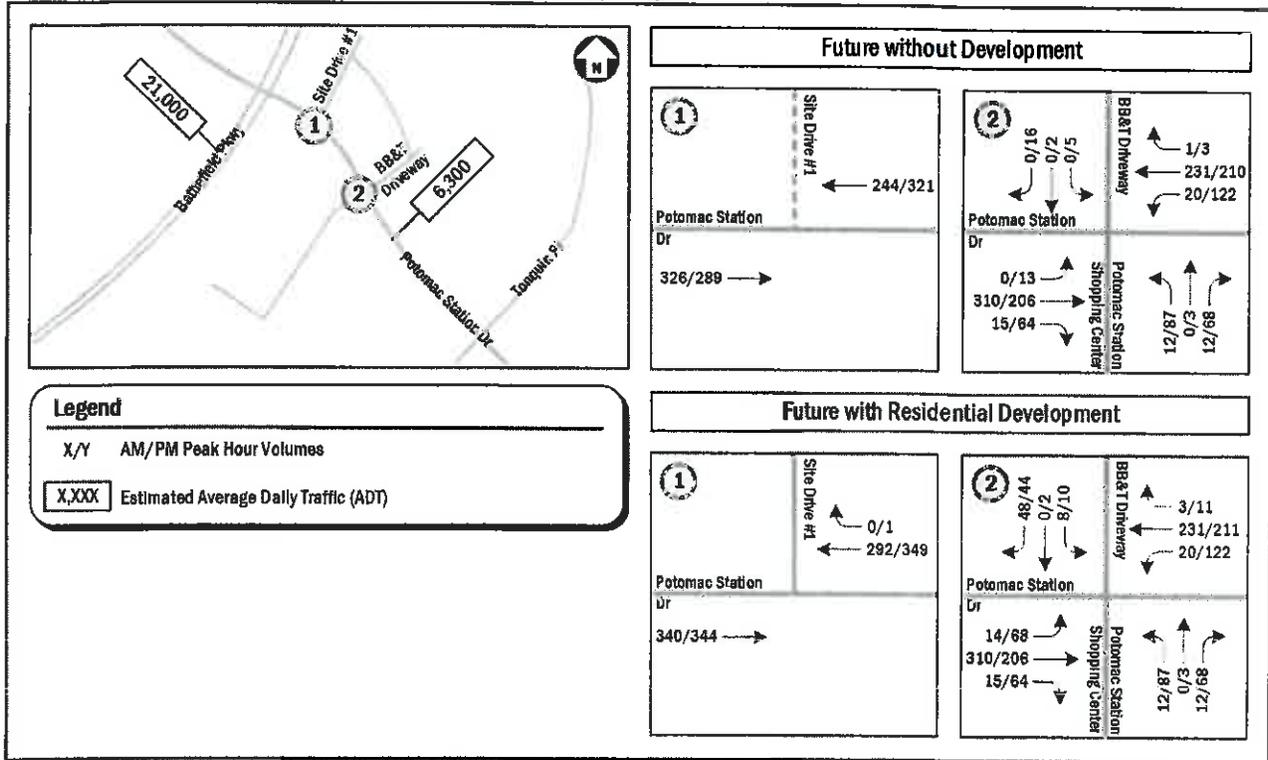
**Figure 1: Residential Site Trips and Distribution**



**Future Conditions (2017) with Residential Development Only**

The residential trips from Figure 1 were added to the background volumes (2017) to establish the future with residential development (2017) volumes. The background volumes and the future with residential development volumes at the two site entrance intersections are shown in Figure 2.

**Figure 2: Future with Residential Development Volumes (2017)**



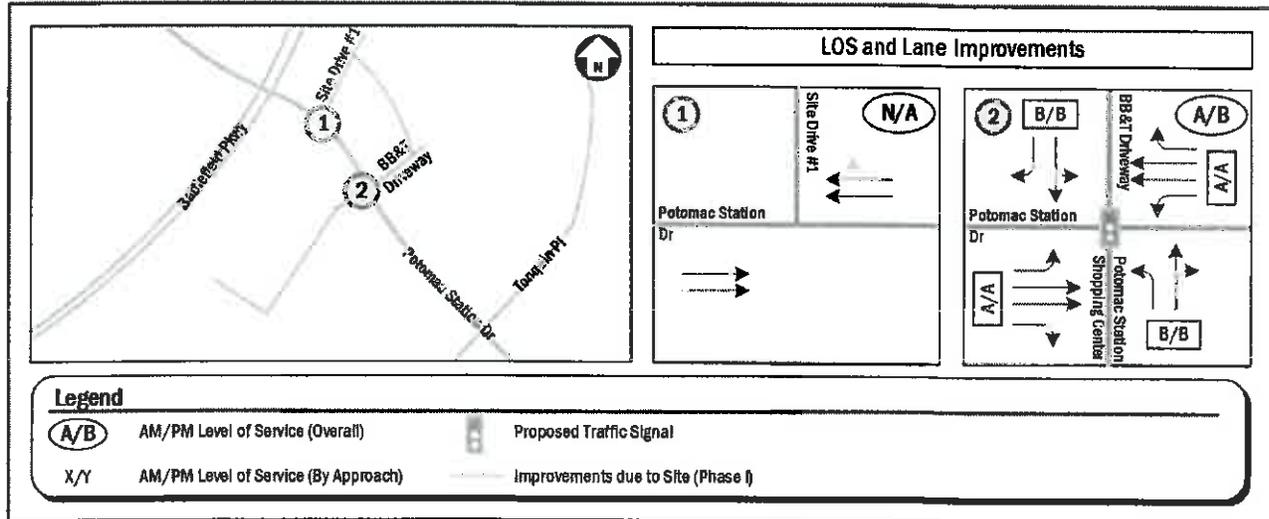
Capacity analyses were performed at the two site entrance intersections along Potomac Station Drive during the weekday morning peak hours and weekday afternoon commuter peak hours, under the Future Conditions with Residential Development. Intersection capacity analyses were performed using *Synchro version 7* based on the Highway Capacity Manual (HCM 2000) data and methodology.

The results of the intersection capacity analyses for the future with development conditions are summarized in **Table 2**. The Intersection of Potomac Station Drive and the BB&T driveway was analyzed with the proposed traffic signal, consistent with the TIA and the proffers. The detailed analysis worksheets for the future conditions with development (2017) scenario are included in the Appendix. The level of service and lane configurations are shown in **Figure 3**.

**Table 2: Future with Residential Development (2017) - Capacity Analysis Results**

| No. | Intersection (Movement)  | AM Peak |                 | PM Peak |                 |
|-----|--|---------|-----------------|---------|-----------------|
|     |  | LOS     | Delay (sec/veh) | LOS     | Delay (sec/veh) |
| 1   | <b>Potomac Station Drive and Site Drive #1 (Right-In Only Driveway)</b>            |         |                 |         |                 |
|     | Overall Intersection (Unsignalized)  | N/A     |                 | N/A     |                 |
|     | Westbound Approach   | N/A     |                 | N/A     |                 |
| 2   | <b>Potomac Station Drive and Potomac Station Shopping Center/BB&amp;T Driveway</b> |         |                 |         |                 |
|     | Overall Intersection (Signalized)  | A       | 6.5             | B       | 10.2            |
|     | Eastbound Approach   | A       | 5.2             | A       | 9.3             |
|     | Westbound Approach   | A       | 5.1             | A       | 7.6             |
|     | Northbound Approach  | B       | 16.5            | B       | 16.1            |
|     | Southbound Approach  | B       | 16.4            | B       | 14.8            |

**Figure 3: Future with Residential Development (2017) Level of Service**



As shown in Table 2, both site entrances operate at acceptable level of service (LOS C by approach), according to the Town of Leesburg DCSM requirements. Therefore, the site entrances along Potomac Station Drive are sufficient to handle all of the residential site traffic, under the initial phase of development.

**TRIP GENERATION OF REVISED CONCEPT PLAN:**

The concept plan has been revised for the 2<sup>nd</sup> submission. This section shows that the new plan generates fewer trips than the plan analyzed in the previous Potomac Station Traffic Impact Study, dated September 18, 2013. The new concept plan has 2 options for two of the commercial buildings. Consistent with the revised CDP, the proposed development plan is the following:

- Residential Development:
  - 42 multifamily units
  - 55 senior adult housing attached
  - 63 single-family attached (townhomes)
- Commercial Development:
  - 12-fueling position gas station with convenience store
  - Building B:
    - Option B1: 6,800 SF of retail and 5,200 SF of fast food restaurant  
OR
    - Option B2: 6,800 SF retail and 4,200 SF fast food restaurant with drive-thru
  - Building C:
    - Option C1 or C3: 12,000 SF child care center (The two options are different building configurations but have the same square footage)  
OR
    - Option C2: 1,500 SF of retail and 6,000 SF fast food restaurant

The trip generation for the two options for building B are shown in **Table 3** and the two options for building C are shown in **Table 4**. As shown in these tables, Option B1 generates more peak hour trips than Option B2 and Option C2 generates more peak hour trips than Option C1. Therefore, the worst case scenario for the entire development would be the combination of Option B1 with Option C2.

**Table 3: Trip Generation – Option B1 vs Option B2**

| Land Use                                | ITE Code | Size      | Units      | Weekday      |           |            |              |           |            |
|---|----------|-----------|------------|--------------|-----------|------------|--------------|-----------|------------|
|   |          |           |            | AM Peak Hour |           |            | PM Peak Hour |           |            |
|   |          |           |            | In           | Out       | Total      | In           | Out       | Total      |
| <b>Option B1</b>                        |          |           |            |              |           |            |              |           |            |
| Specialty Retail                        | 826      | 6.8       | kSF        | 5            | 5         | 10         | 17           | 21        | 38         |
| Fast Food Restaurant without Drive Thru | 933      | 5.2       | kSF        | 138          | 91        | 229        | 70           | 66        | 136        |
| <b>B1 Total</b>                         |          | <b>12</b> | <b>kSF</b> | <b>143</b>   | <b>96</b> | <b>239</b> | <b>87</b>    | <b>87</b> | <b>174</b> |
| <b>Option B2</b>                        |          |           |            |              |           |            |              |           |            |
| Specialty Retail                        | 826      | 6.8       | kSF        | 5            | 5         | 10         | 17           | 21        | 38         |
| Fast Food Restaurant with Drive Thru    | 934      | 4.2       | kSF        | 98           | 93        | 191        | 72           | 66        | 138        |
| <b>B2 Total</b>                         |          | <b>11</b> | <b>kSF</b> | <b>103</b>   | <b>98</b> | <b>201</b> | <b>89</b>    | <b>87</b> | <b>176</b> |

**Table 4: Trip Generation – Option C1/C3 vs Option C2**

| Land Use                                | ITE Code | Size       | Units      | Weekday      |            |            |              |           |            |
|---|----------|------------|------------|--------------|------------|------------|--------------|-----------|------------|
|   |          |            |            | AM Peak Hour |            |            | PM Peak Hour |           |            |
|   |          |            |            | In           | Out        | Total      | In           | Out       | Total      |
| <b>Option C1 or C3</b>                  |          |            |            |              |            |            |              |           |            |
| Daycare                                 | 565      | 12         | kSF        | 78           | 69         | 147        | 71           | 78        | 149        |
| <b>Option C2</b>                        |          |            |            |              |            |            |              |           |            |
| Specialty Retail                        | 826      | 1.5        | kSF        | 4            | 3          | 7          | 12           | 14        | 26         |
| Fast Food Restaurant without Drive Thru | 933      | 6          | kSF        | 159          | 105        | 264        | 81           | 76        | 157        |
| <b>C2 Total</b>                         |          | <b>7.5</b> | <b>kSF</b> | <b>163</b>   | <b>108</b> | <b>271</b> | <b>93</b>    | <b>90</b> | <b>183</b> |

The proposed trip generation for the entire development as compared to the trip generation in the previous traffic study is shown in Table 5. Note that the “worst case” scenario with Option B1 and Option C2 is provided.

**Table 5: Trip Generation Comparison - New Plan vs Previous TIA**

| Land Use   | Pass By | ITE Code | Size       | Units             | Weekday      |             |            |              |             |             |
|--|---------|----------|------------|-------------------|--------------|-------------|------------|--------------|-------------|-------------|
|  |         |          |            |                   | AM Peak Hour |             |            | PM Peak Hour |             |             |
|  |         |          |            |                   | In           | Out         | Total      | In           | Out         | Total       |
| <b><u>New Plan (Worst Case is Option B1 and C2)</u></b>        |         |          |            |                   |              |             |            |              |             |             |
| <b><u>Residential</u></b>                                      |         |          |            |                   |              |             |            |              |             |             |
| Multifamily (2 over 2)   |         | 220      | 42         | DU                | 5            | 20          | 25         | 27           | 14          | 41          |
| Senior Adult Housing- Attached                                 |         | 252      | 55         | DU                | 4            | 7           | 11         | 9            | 6           | 15          |
| Townhomes  |         | 230      | 63         | DU                | 7            | 29          | 36         | 29           | 13          | 42          |
| <b>Subtotal Residential</b>                                    |         |          | <b>160</b> | <b>DU</b>         | <b>16</b>    | <b>56</b>   | <b>72</b>  | <b>65</b>    | <b>33</b>   | <b>98</b>   |
| <i>Internal Capture*</i>                                       |         |          |            |                   | -1           | -3          | -4         | -7           | -3          | -10         |
| <b>Total Residential</b>                                       |         |          |            |                   | <b>15</b>    | <b>53</b>   | <b>68</b>  | <b>58</b>    | <b>30</b>   | <b>88</b>   |
| <b><u>Retail</u></b>   |         |          |            |                   |              |             |            |              |             |             |
| Gas Station with Convenience Market                            |         | 945      | 12         | Fueling Positions | 61           | 61          | 122        | 82           | 81          | 163         |
| <i>Pass by 40%</i>   |         |          |            |                   | -24          | -24         | -49        | -33          | -32         | -65         |
| Specialty Retail**   |         | 826      | 8.3        | kSF               | 6            | 5           | 11         | 19           | 23          | 42          |
| <i>Pass by 25%</i>   |         |          |            |                   | -2           | -1          | -3         | -5           | -6          | -11         |
| Fast Food Restaurant without Drive Thru                        |         | 933      | 11.2       | kSF               | 296          | 196         | 492        | 150          | 143         | 293         |
| <i>Pass by 25%</i>   |         |          |            |                   | -74          | -49         | -123       | -38          | -36         | -73         |
| <b>Subtotal Retail</b>   |         |          |            |                   | <b>263</b>   | <b>188</b>  | <b>450</b> | <b>175</b>   | <b>173</b>  | <b>349</b>  |
| <i>Internal Capture*</i>                                       |         |          |            |                   | -3           | -1          | -4         | -3           | -7          | -10         |
| <b>Total Retail</b>  |         |          |            |                   | <b>260</b>   | <b>187</b>  | <b>446</b> | <b>172</b>   | <b>166</b>  | <b>339</b>  |
| <b>Total Proposed Trips with Reductions - Option B1 and C2</b> |         |          |            |                   | <b>275</b>   | <b>240</b>  | <b>514</b> | <b>230</b>   | <b>196</b>  | <b>427</b>  |
| <b>Total Trips with Reductions from September 18, 2013 TIA</b> |         |          |            |                   | <b>272</b>   | <b>272</b>  | <b>545</b> | <b>262</b>   | <b>221</b>  | <b>483</b>  |
| <b>Comparison (New Plan - TIA Trips)</b>                       |         |          |            |                   | <b>3</b>     | <b>-32</b>  | <b>-31</b> | <b>-32</b>   | <b>-25</b>  | <b>-56</b>  |
| <b>Percent Difference</b>                                      |         |          |            |                   | <b>1%</b>    | <b>-12%</b> | <b>-6%</b> | <b>-12%</b>  | <b>-11%</b> | <b>-12%</b> |

\* The internal capture reduction is based on ITE's internal capture methodology. Based on the reduction rates shown in the VDOT Traffic Impact Analysis Regulations, the internal capture rate used is 5% of the AM peak trips, 10% of the PM trips, and 15% of the daily trips, taken from the residential subtotal.

\*\* The AM peak hour trips represent 25% of the PM peak hour trips because ITE does not provide AM peak hour rates for use 826.

As shown in **Table 5**, the revised plan will generate fewer peak hour trips than the plan analyzed in the September 18, 2014 traffic study. The previous TIA analyzed a worse case and in reality, the proposed development will have less impact on the surrounding roadway network.

## CONCLUSIONS

This memorandum provides supplemental traffic analysis for the proposed Potomac Station development (rezoning application TLZM-2014-0001). The analysis supports the following conclusions:

- **Phasing Analysis:**
  - As described in the revised Potomac Station proffer statement, the proposed access points (site entrances) along Battlefield Parkway and Fort Evans Road will not be constructed until the construction of the first commercial building begins. Therefore, the initial phase will consist of the entire residential development with two entrances along Potomac Station Drive:
    - The existing full access entrance at the BB&T bank;
    - A future right-in only entrance south of the bank entrance
  - Capacity analysis was performed at the two site entrances under the 2017 conditions with all of the residential site traffic routed to those entrances. Both entrances operate at acceptable level of service under both conditions.
  - The two site entrances along Potomac Station Drive are sufficient to handle all of the residential site traffic, under the initial phase of development.
- **Trip Generation Comparison:**
  - The revised plan (both options) will generate fewer peak hour trips than the plan analyzed in the September 18, 2014 traffic study. The previous TIA analyzed a worst case scenario in terms of traffic impacts and under the revised plan, the proposed development will have a lesser impact on the surrounding roadway network.

# APPENDIX

## **APPENDIX A**

### **Synchro HCM Worksheets – Future with Residential Development (2017)**

Queues  
1: Potomac Station Dr. & BB&T Driveway

|                         | ERL  | EST  | EPR  | WBL  | WGT  | WGR  | NET  | SBL  | SRT  | SBR  |
|-------------------------|------|------|------|------|------|------|------|------|------|------|
| Lane Group              | 15   | 337  | 16   | 22   | 281  | 3    | 13   | 13   | 9    | 52   |
| Lane Flow (vph)         | 0.02 | 0.13 | 0.01 | 0.03 | 0.10 | 0.00 | 0.03 | 0.02 | 0.02 | 0.14 |
| v/s Ratio               | 4.1  | 5.4  | 5.1  | 4.2  | 5.6  | 6.7  | 11.7 | 0.1  | 11.6 | 6.1  |
| Control Delay           | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  |
| Queue Delay             | 4.1  | 5.4  | 5.1  | 4.2  | 5.6  | 6.7  | 11.7 | 0.1  | 11.6 | 6.1  |
| Total Delay             | 1    | 0    | 0    | 1    | 0    | 0    | 1    | 0    | 1    | 0    |
| Queue Length 50th (ft)  | 6    | 54   | 9    | 7    | 43   | 4    | 12   | 0    | 10   | 19   |
| Queue Length 95th (ft)  |      |      |      |      |      |      |      |      |      |      |
| Internal Link Dist (ft) |      |      |      |      | 860  |      |      | 164  | 2:8  |      |
| Turn Bay Length (ft)    | 325  | 260  | 250  | 250  | 794  | 2995 | 1340 | 1108 | 1108 | 964  |
| Base Capacity (vph)     | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| Starvation Cap Reductn  | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| Spillback Cap Reductn   | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| Storage Cap Reductn     | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| Reductn v/s Ratio       | 0.02 | 0.12 | 0.01 | 0.03 | 0.08 | 0.00 | 0.01 | 0.01 | 0.01 | 0.05 |

Intersection Summary

HCM Signalized Intersection Capacity Analysis  
1: Potomac Station Dr. & BB&T Driveway

|                        | ERL   | EST   | EPR   | WBL   | WGT   | WGR   | NET   | SBL   | SRT   | SBR   |
|------------------------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|
| Lane Configurations    | 16    | 310   | 15    | 20    | 334   | 3     | 12    | 0     | 8     | 48    |
| Volume (vph)           | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  |
| Volume (vph)           | 5.3   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   |
| Total Flow (vph)       | 1.00  | 0.95  | 1.00  | 1.00  | 0.95  | 1.00  | 1.00  | 1.00  | 1.00  | 0.95  |
| Lane Util. Factor      | 1.00  | 1.00  | 0.85  | 1.00  | 0.95  | 1.00  | 0.95  | 1.00  | 0.85  | 1.00  |
| Flt                    | 0.95  | 1.00  | 1.00  | 0.95  | 1.00  | 1.00  | 0.95  | 1.00  | 0.95  | 1.00  |
| Flt Protected          | 1770  | 3539  | 1583  | 1770  | 3539  | 1583  | 1770  | 1583  | 1770  | 1583  |
| Satd Flow (pc/h)       | 0.99  | 1.00  | 1.00  | 0.99  | 1.00  | 1.00  | 1.00  | 1.00  | 0.99  | 1.00  |
| Flt Permitted          | 1105  | 3539  | 1583  | 1105  | 3539  | 1583  | 1105  | 1583  | 1105  | 1583  |
| Peak Hour Factor, P-HF | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  |
| Satd Flow (pc/h)       | 15    | 337   | 15    | 22    | 291   | 3     | 12    | 0     | 8     | 48    |
| Adj. Flow (vph)        | 0     | 0     | 0     | 0     | 0     | 0     | 0     | 0     | 0     | 0     |
| RTOR Reduction (vph)   | 15    | 337   | 15    | 22    | 291   | 3     | 12    | 0     | 8     | 48    |
| Lane Group Flow (vph)  | 15    | 337   | 15    | 22    | 291   | 3     | 12    | 0     | 8     | 48    |
| Turn Type              | pm-pt |
| Permitted Phases       | 3     | 2     | 2     | 1     | 6     | 1     | 6     | 1     | 6     | 4     |
| Actuated Green, G (s)  | 19.3  | 18.4  | 18.4  | 19.1  | 18.3  | 18.3  | 18.3  | 18.3  | 18.3  | 18.3  |
| Effective Green, G (s) | 19.3  | 18.4  | 18.4  | 19.1  | 18.3  | 18.3  | 18.3  | 18.3  | 18.3  | 18.3  |
| Actuated g/C Ratio     | 0.52  | 0.50  | 0.50  | 0.51  | 0.49  | 0.49  | 0.49  | 0.49  | 0.49  | 0.49  |
| Clearance Time (s)     | 5.5   | 5.0   | 5.0   | 5.5   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   |
| Vehicle Extension (s)  | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   |
| Lane Grp Cap (vph)     | 591   | 1755  | 785   | 542   | 1746  | 781   | 121   | 102   | 121   | 102   |
| v/s Ratio Perm         | 0.00  | 0.01  | 0.01  | 0.00  | 0.01  | 0.00  | 0.00  | 0.00  | 0.00  | 0.00  |
| v/s Ratio              | 0.01  | 0.19  | 0.01  | 0.04  | 0.04  | 0.04  | 0.11  | 0.01  | 0.01  | 0.01  |
| Uniform Delay, d1      | 4.3   | 5.2   | 4.7   | 4.4   | 5.1   | 4.8   | 16.3  | 16.2  | 16.3  | 16.3  |
| Progression Factor     | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  |
| Incremental Delay, d2  | 0.0   | 0.1   | 0.0   | 0.0   | 0.0   | 0.0   | 0.4   | 0.0   | 0.3   | 0.1   |
| Delay (s)              | 4.3   | 5.3   | 4.7   | 4.5   | 5.2   | 4.8   | 16.7  | 16.2  | 16.6  | 16.4  |
| Level of Service       | A     | A     | A     | A     | A     | A     | B     | B     | B     | B     |
| Approach Delay (s)     | 52    | A     | A     | 51    | A     | A     | 16.5  | B     | 16.4  | B     |
| Approach LOS           | A     | A     | A     | A     | A     | A     | B     | B     | B     | B     |

Intersection Summary

|                                   |       |                      |      |
|-----------------------------------|-------|----------------------|------|
| HCM Average Control Delay         | 6.5   | HCM Level of Service | A    |
| HCM Volume to Capacity Ratio      | 0.14  |                      |      |
| Actual Cycle Length (s)           | 37.1  | Sum of lost time (s) | 10.5 |
| Intersection Capacity Utilization | 32.2% | ICU Level of Service | A    |
| Analysis Period (min)             | 15    |                      |      |
| c Critical Lane Group             |       |                      |      |

HCM Unsignalized Intersection Capacity Analysis  
 5: Potomac Station Dr. & Site Drive 1

Potomac Station  
 Future with Residential (2017) - AM Peak



| Movement               | EB   | WB   | NB   | SB   | SR   |
|------------------------|------|------|------|------|------|
| Volume (veh/h)         | 340  | 282  | 0    | 0    | 0    |
| Sign Control           | Free | Free | Stop | Stop | Stop |
| Grade (%)              | 0%   | 0%   | 0%   | 0%   | 0%   |
| Peak Hour Factor       | 0.92 | 0.92 | 0.92 | 0.92 | 0.92 |
| Hourly flow rate (vph) | 370  | 317  | 1    | 0    | 0    |
| Pedestrians            |      |      |      |      |      |
| Lane Width (ft)        |      |      |      |      |      |
| Walking Speed (ft/s)   |      |      |      |      |      |
| Permit Blockage        |      |      |      |      |      |
| Right turn flare (veh) | None | None |      |      |      |
| Median type            |      |      |      |      |      |
| Median storage (veh)   |      |      |      |      |      |
| Upstream signal (ft)   | 323  | 340  |      |      |      |
| pX platoon unblocked   |      |      |      |      |      |
| v1: conflicting volume | 318  |      | 507  | 168  |      |
| vC1: stage 1 conf vol  |      |      |      |      |      |
| vC2: stage 2 conf vol  |      |      |      |      |      |
| vCU: unblocked vol     | 318  |      | 503  | 159  |      |
| IC: single (s)         | 4.1  |      | 3.8  | 6.9  |      |
| IC: 2 stage (s)        |      |      |      |      |      |
| IF (s)                 | 2.2  |      | 3.5  | 3.3  |      |
| p0 queue free %        | 100  |      | 100  | 100  |      |
| ch capacity (veh/h)    | 1238 |      | 498  | 896  |      |

| EB                     | WB   | NB   | SB   | SR |
|------------------------|------|------|------|----|
| Volume Total           | 185  | 212  | 107  |    |
| Volume Left            | 0    | 0    | 0    |    |
| Volume Right           | 0    | 0    | 0    |    |
| CSH                    | 1700 | 1700 | 1700 |    |
| Volume to Capacity     | 0.11 | 0.11 | 0.12 |    |
| Queue Length 85th (ft) | 0    | 0    | 0    |    |
| Control Delay (s)      | 0.0  | 0.0  | 0.0  |    |
| Lane LOS               |      |      |      |    |
| Approach Delay (s)     | 0.0  |      | 0.0  |    |
| Approach LOS           |      |      |      |    |

| Intersection Summary              |       |
|-----------------------------------|-------|
| Average Delay                     | 0.0   |
| Intersection Capacity Utilization | 12.7% |
| Analysis Period (min)             | 15    |
| ICU Level of Service              | A     |

Queues

1: Potomac Station Dr. & Potomac Station Shopping Ctr Future with Residential (2017) - PM Peak Potomac Station

|                         | EBL  | EBT  | EBL  | WBY  | WBR  | NBL  | NBT  | SBL  | SBR  |
|-------------------------|------|------|------|------|------|------|------|------|------|
| Lane Group Flow (vph)   | 74   | 224  | 70   | 133  | 229  | 12   | 95   | 77   | 13   |
| Wt Ratio                | 0.12 | 0.17 | 0.11 | 0.20 | 0.14 | 0.02 | 0.31 | 0.19 | 0.04 |
| Control Delay           | 6.1  | 13.8 | 5.5  | 6.3  | 12.0 | 7.9  | 17.0 | 6.2  | 13.7 |
| Queue Delay             | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  | 0.0  |
| Total Delay             | 6.1  | 13.8 | 5.5  | 6.3  | 12.0 | 7.9  | 17.0 | 6.2  | 13.7 |
| Queue Length 50th (ft)  | 7    | 21   | 0    | 13   | 21   | 0    | 17   | 1    | 2    |
| Queue Length 85th (ft)  | 22   | 48   | 23   | 35   | 47   | 9    | 52   | 24   | 13   |
| Initial Unit Delay (ft) | 260  | 260  | 250  | 250  | 250  | 300  | 260  | 278  | 278  |
| Base Capacity (vph)     | 325  | 2344 | 1072 | 838  | 2344 | 1052 | 885  | 1038 | 847  |
| Storage Cap Reductn     | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| Spillback Cap Reductn   | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| Storage Cap Reductn     | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    | 0    |
| Reductn wt Ratio        | 0.08 | 0.10 | 0.07 | 0.16 | 0.10 | 0.01 | 0.11 | 0.07 | 0.02 |

HCM Signalized Intersection Capacity Analysis 1: Potomac Station Dr. & Potomac Station Shopping Ctr Future with Residential (2017) - PM Peak Potomac Station

| Measure                | EBL   | EBT   | EBR   | NBL   | NBT   | NBR   | SBL   | SBR   |
|------------------------|-------|-------|-------|-------|-------|-------|-------|-------|
| Lane Configurations    | 1     | 1     | 1     | 1     | 1     | 1     | 1     | 1     |
| Volume (vph)           | 68    | 206   | 64    | 122   | 211   | 11    | 87    | 10    |
| Ideal Flow (vphpl)     | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  | 1900  |
| Total Lost time (s)    | 5.5   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   | 5.0   |
| Lane Util. Factor      | 1.00  | 0.95  | 1.00  | 1.00  | 0.95  | 1.00  | 1.00  | 1.00  |
| FR Protected           | 0.95  | 1.00  | 1.00  | 1.00  | 0.95  | 1.00  | 0.95  | 1.00  |
| Satd Flow (vphpl)      | 1770  | 3539  | 1583  | 1770  | 3539  | 1583  | 1770  | 1583  |
| FR Permitted           | 0.61  | 1.00  | 1.00  | 0.54  | 1.00  | 1.00  | 0.75  | 1.00  |
| Satd Flow (vphpl)      | 1734  | 3539  | 1583  | 1007  | 3539  | 1583  | 1595  | 1583  |
| Peak-hour factor, PHF  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  | 0.92  |
| Adj. Flow (vph)        | 74    | 224   | 70    | 133   | 229   | 11    | 95    | 10    |
| RTOR Reduction (vph)   | 0     | 0     | 47    | 0     | 0     | 8     | 0     | 0     |
| Lane Group Flow (vph)  | 74    | 224   | 23    | 133   | 229   | 4     | 95    | 10    |
| Turn Type              | pm-pt |
| Permitted Phases       | 5     | 2     | 2     | 1     | 6     | 8     | 4     | 4     |
| Actuated Green, G (s)  | 17.5  | 13.7  | 13.7  | 21.1  | 15.5  | 15.5  | 6.6   | 6.6   |
| Effective Green, g (s) | 17.5  | 13.7  | 13.7  | 21.1  | 15.5  | 15.5  | 6.6   | 6.6   |
| Actual g/C Ratio       | 0.42  | 0.33  | 0.33  | 0.51  | 0.37  | 0.37  | 0.16  | 0.16  |
| Clearance Time (s)     | 5.5   | 5.0   | 5.0   | 5.5   | 5.0   | 5.0   | 5.0   | 5.0   |
| Vehicle Extension (s)  | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   | 3.0   |
| Lane Cap (vph)         | 538   | 1171  | 524   | 616   | 1325  | 593   | 222   | 252   |
| w/s Ratio Prot         | 0.01  | 0.06  | 0.01  | 0.03  | 0.06  | 0.01  | 0.01  | 0.01  |
| w/s Ratio Perm         | 0.14  | 0.19  | 0.04  | 0.22  | 0.17  | 0.17  | 0.04  | 0.06  |
| Uniform Delay, d1      | 7.2   | 9.9   | 9.4   | 5.4   | 8.7   | 8.1   | 16.7  | 14.8  |
| Progression Factor     | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  | 1.00  |
| Incremental Delay, d2  | 0.1   | 0.1   | 0.0   | 0.2   | 0.1   | 0.0   | 1.3   | 0.1   |
| Delay (s)              | 7.3   | 10.0  | 9.4   | 5.6   | 8.7   | 8.1   | 17.0  | 14.9  |
| Level of Service       | A     | A     | A     | A     | A     | A     | B     | B     |
| Approach Delay (s)     | 9.2   | 10.0  | 9.4   | 5.6   | 8.7   | 8.1   | 16.1  | 14.8  |
| Approach LOS           | A     | A     | A     | A     | A     | A     | B     | B     |

| Intersection Statistics           | Value | Level of Service |
|-----------------------------------|-------|------------------|
| HCM Average Control Delay         | 10.2  | B                |
| HCM Volume to Capacity Ratio      | 0.24  |                  |
| Actual Cycle Length (s)           | 41.4  |                  |
| Intersection Capacity Utilization | 36.4% | A                |
| Analysis Period (min)             | 15    |                  |

HCM Unsignalized Intersection Capacity Analysis  
 5: Potomac Station Dr. & Site Drive 1

Potomac Station  
 Future with Residential (2017) - PM Peak



| Mo's Time              | CSL | EBT  | WBT  | SBT  | 31%  | 57%  |
|------------------------|-----|------|------|------|------|------|
| Lane Configurations    | 11  | 11   | 11   | 11   |      |      |
| Volume (veh/h)         | 0   | 344  | 346  | 1    | 0    | 0    |
| Sign Control           |     | Free | Free | Stop |      |      |
| Grade                  |     | 0%   | 0%   | 0%   |      |      |
| Peak Hour Factor       |     | 0.92 | 0.92 | 0.92 | 0.92 | 0.92 |
| Hourly flow rate (vph) |     | 0    | 374  | 379  | 1    | 0    |
| Pedestrians            |     |      |      |      |      |      |
| Lane Width (ft)        |     |      |      |      |      |      |
| Walking Speed (ft/s)   |     |      |      |      |      |      |
| Percent Buckleage      |     |      |      |      |      |      |
| Right turn flare (veh) |     |      |      |      |      |      |
| Median type            |     | None | None |      |      |      |
| Median storage (veh)   |     |      |      |      |      |      |
| Upstream signal (ft)   |     |      | 340  |      |      |      |
| pX, platoon unblocked  |     |      |      |      |      |      |
| vC, conflicting volume |     |      |      |      |      |      |
| vC1, stage 1 conf vol  |     | 280  |      |      | 567  | 180  |
| vC2, stage 2 conf vol  |     |      |      |      |      |      |
| vC1, unblocked vol     |     | 380  |      |      | 567  | 180  |
| f, single (s)          |     | 4.1  |      |      | 6.8  | 6.9  |
| f, 2 stage (s)         |     |      |      |      |      |      |
| f (s)                  |     | 2.2  |      |      | 3.5  | 2.1  |
| p0 queue free %        |     | 100  |      |      | 100  | 100  |
| CM capacity (veh/h)    |     | 1175 |      |      | 454  | 819  |

| Direction              | EB-1 | EB-2 | WB-1 | WB-2 |
|------------------------|------|------|------|------|
| Volume Total           | 187  | 187  | 252  | 128  |
| Volume Left            | 0    | 0    | 0    | 0    |
| Volume Right           | 0    | 0    | 0    | 1    |
| eSH                    | 1700 | 1700 | 1700 | 1700 |
| Volume to Capacity     | 0.11 | 0.11 | 0.15 | 0.08 |
| Queue Length 95th (ft) | 0    | 0    | 0    | 0    |
| Control Delay (s)      | 0.0  | 0.0  | 0.0  | 0.0  |
| Lane LOS               |      |      |      |      |
| Approach Delay (s)     | 0.0  | 0.0  | 0.0  | 0.0  |
| Approach LOS           |      |      |      |      |

| Intersection Summary              |       |                        |
|-----------------------------------|-------|------------------------|
| Average Delay                     | 0.0   |                        |
| Intersection Capacity Utilization | 13.0% | ICU Level of Service A |
| Analysis Period (min)             | 15    |                        |

Based on the data presented above, we feel we meet the intent of the transportation plan guidance for the following reasons:

- **Roadway Classification for Fort Evans Road:**

- The Town designation for Fort Evans Road is a 'Major Arterial'. Although the Town has various categories for Roadway Designations, they do not necessarily correlate to the VDOT roadway designations. See table below:

| TOWN ROADWAY CATEGORIES | VDOT HIGHWAY FUNCTIONAL CLASSIFICATION |
|-------------------------|--|
| LIMITED ACCESS          | PRINCIPAL ARTERIAL                     |
| MAJOR ARTERIAL          | MINOR ARTERIAL                         |
| MINOR ARTERIAL          | COLLECTOR                              |
| THROUGH COLLECTOR       | LOCAL STREET                           |
| LOCAL COLLECTOR         |  |

- As shown in the table above mapping the Town classification of Major Arterial to the VDOT Principal Arterial is a mismatch. Principal Arterial is reserved by the County for limited access roads like Rt. 28 and Rt. 7 and cater to the definition provided in the VDOT Road Design Manual: *'Principal Arterial: The functional classification for a major highway intended to serve through traffic where access is carefully controlled, generally highways of regional importance, with moderate to high volumes of traffic traveling relatively long distances and at higher speeds'*. The section of Fort Evans Road is only 0.8 miles long, is posted at 35 MPH and has multiple points of access, and hence does not match the criteria identified in the definition of a Principal Arterial.
- VDOT classifies Fort Evans Road as an 'Urban Collector'. In addition, the segment of 'Riverside Parkway' which is a continuation of Fort Evans Road into the Loudoun County limits is also designated as a 'Major Collector' consistent with VDOT's classification for this road.

- **Interpretation of Access:**

- The Full Access Entrance as defined in VDOT's Road Design Manual is *'Full Access Entrance: Entrance which allows left-in and left-out movements and right-in and right-out movements'*. The proposed entrance along Fort Evans Road meets this criteria.
- VDOT classifies this road as an "Urban Collector" and their required spacing is 335' for a Full Access Entrance (3-legged) and 440' for an intersection (4-legged). Hence, the proposed entrance meets the spacing criteria for both of these categories.
- The Town classifies this road as a 'Major Arterial' and calls for the use of the VDOT spacing criteria for a 'Principal Arterial', which as noted above is incompatible. Nevertheless, the required spacing on a Principal Arterial is 565' for a Full Access Entrance (3-legged) and the

proposed spacing of 555' is fairly close to that requirement even under the worst case scenario.

- **Operational Analysis:**

- The proposed median break on Fort Evans Road operates at acceptable levels of service conditions under the build out (2017) and plus twenty years (2040) scenario as an 'unsignalized' entrance. The capacity analysis results presented in the traffic study support this conclusion. In addition, a queuing analysis was also conducted at the proposed site entrance (median break) along Fort Evans Road, which revealed a minimal queuing of 4' in the westbound left turn bay and 0' in the eastbound right turn bay along Fort Evans Road. Hence, with a less than 1 car length of maximum queue projected along the main line for Fort Evans Road at the proposed entrance, there is no traffic buildup anticipated that will impact the adjacent intersections.
- In the absence of the left turn movements at the proposed entrance along Fort Evans Road, the left turn traffic will have to make U-turns at adjacent regional intersections, increasing the traffic load at those intersections.
- In addition, the revised development plan will generate significantly less peak hour and daily trips than the development plan assumed and analyzed in the traffic study. Hence, the level of service for the proposed entrance is anticipated to be even better than what was reported in the traffic study and will continue to operate at acceptable level of service. The overall change to traffic patterns and volume of the project (*which may not proceed without the Service Station*) is beneficial since the project reduces volumes at peak hour and overall on a daily basis.

**TLZM-2014-0001 PROFFERS SUBMITTED BY  
POTOMAC STATION MIXED USE LLC,  
A VIRGINIA LIMITED LIABILITY COMPANY,  
IN CONNECTION WITH APPROVAL BY THE TOWN OF LEESBURG  
OF A PRN (PLANNED RESIDENTIAL NEIGHBORHOOD) REZONING WITH A CONCEPT  
PLAN AND ZONING PLAN SUPERSEDING THE POTOMAC STATION PRC ZONING  
APPROVED IN REZONING APPLICATION #ZM-134 AS AMENDED IN REZONING  
APPLICATIONS #ZM-147, #ZM-154, AND TLZM 2006-0011  
October 28, 2015**

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Potomac Station Mixed Use LLC, a Virginia limited liability company (hereinafter referred to as the "Applicant"), the owner of approximately 14.9 acres of land described in the Loudoun County tax records as Tax Map 49 ((38)) Parcel B-1A2 (MCPI# 148-27-3578) and Tax Map 49 ((38)) Parcel A-1A (MCPI# 148-37-4614), (collectively, the "Property") is seeking approval pursuant to Section 15.2-2303 et seq. of the Code of Virginia (1950), as amended, and Section 3.3.16 of the Zoning Ordinance of the Town of Leesburg, (the "Zoning Ordinance") by the Town of Leesburg (hereinafter the "Town") of a PRN (Planned Residential Neighborhood) rezoning with a concept plan and rezoning plan to supersede the PRC zoning approved by Rezoning Application #ZM-134, as amended in Rezoning Applications #ZM-147, #ZM-154, and TLZM 2006-0011, and hereby submits the following voluntary proffers, which are contingent upon Town approval of the above-referenced rezoning. These proffers shall replace all prior proffers in effect for the Property.

1. Permitted Uses and Design Guidelines. The Property shall be developed in substantial conformance with the Design Guidelines attached hereto as Exhibit A and with sheets 1 through 17 of the plan titled "Potomac Station Marketplace, Zoning Map Amendment", prepared by Dewberry, dated April 3, 2015, last revised October 28, 2015, incorporated herein by reference (hereinafter referred to as the "Concept Plan"), which shall control the use, layout and configuration of the Property consistent with the Zoning Ordinance, with reasonable allowances to be made for engineering and design alterations to meet Town zoning, subdivision and land development regulations as modified in this application and/or to resolve conflicts created by private utility service providers. If there is a conflict between the Concept Plan and the Proffers, then the Concept Plan shall prevail. The sheets of the Concept Plan identified as Supplemental Documents contain illustrative examples of design elements which are in substantial conformance with the Design Guidelines, but do not limit the Applicant or a future owner from creating alternate designs as long as they are in substantial conformance with the Concept Plan and Design Guidelines. After the approval of TLZM 2014-0001, the Applicant reserves the right to request waivers or modifications permitted under the Town zoning,

subdivision and land development regulations, provided such modifications are in substantial conformance with these proffers, the Concept Plan and the Design Guidelines. The Property may be developed with any of the uses described in Sections 8.4.2 and 8.4.3 of the Zoning Ordinance, but those uses which require special exception approval pursuant to Section 8.4.3 shall continue to require special exception approval before they may be developed on the Property.

2. Development Program and Density. The Property may be developed with up to 158 dwelling units and up to 33,000 square feet of gross floor area ("GFA") of Neighborhood Retail Convenience Center uses as permitted under Section 8.4.2 of the Zoning Ordinance in the locations shown on the Concept Plan. The dwelling units shall be comprised of up to: 42 multi-family ("2 over 2") dwelling units, 61 single-family attached (townhouse) dwelling units, and 55 age restricted multi-family dwelling units ("Active Adult Units").

a. Active Adult Units. In accordance with the Housing for Older Persons Act of 1995 and the Fair Housing Act (collectively the "Fair Housing Act"), at least 80% of the Active Adult Units shall be occupied by at least one person 55 years of age or older and within such units the following conditions shall apply:

- i) All other residents must reside with a person who is 55 years of age or older, and be either a spouse, or a cohabitant 18 years of age or older who provides primary physical or economic support to the person who is 55 years of age or older.
- ii) Guests under the age of 55 years are permitted for periods of time not to exceed 90 days total for each such guest in any calendar year.
- iii) If title to a unit shall become vested in any person under the age of 55 years 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 unit until he or she has attained the age of 55 years 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 in accordance with the Fair Housing Act regulations and requirements.

The above described use restrictions for the Active Adult Units 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. In the condominium owners' association ("COA") documents for Buildings 3A and 3B, the Applicant will record a restrictive covenant on the Land Bay 3 limiting the dwelling units in Buildings 3A and 3B to the Active Adult Units described above. The terms and conditions of the restrictive covenant described in COA documents shall be reviewed and approved by the Town Attorney for conformity to this proffer prior to issuance of the first building permit for Building 3A and Building 3B.

b. Service Station/Convenience Food Store. For the pad site containing the Service Station/Convenience Food Store building (Building A), associated canopy structure and parking, the following conditions shall apply:

- i) Servicing of vehicles shall not be permitted.
- ii) Outdoor storage of abandoned, wrecked or inoperable vehicles shall not be permitted.
- iii) It shall be subject to Design and Construction Standards Manual ("DCSM") storm water quality and quantity measures for a "Hot Spot" as that term is utilized in the DCSM.
- iv) As shown on Sheet 11, fuel delivery trucks shall only enter and exit the Service Station pad site using northern most access point on Center Street via the Fort Evans Road project entrance.

3. Roadway Improvements. The Applicant will dedicate, bond and construct the improvements described below:

a. Project Entrance Signal. At the intersection of Bank Street with Potomac Station Drive, the Applicant shall bond and construct, within existing Town right-of-way, a traffic signal with pedestrian crossing signals (the "Traffic Signal"). The Traffic Signal shall be bonded, substantially completed and operational prior to the earlier of the following: (i) the issuance of the 75<sup>th</sup> residential occupancy permit on the Property (ii) prior to the issuance of the occupancy permit for the service station building (Building A) or (iii) at the discretion of the Applicant. In the event the Traffic Signal is placed in service by the Town, VDOT, or others before the event that triggers installation of the Traffic Signal by the Applicant, Applicant shall contribute to the Town

an amount equal the actual and reasonable third party, out-of-pocket costs incurred to install the Traffic Signal. This contribution shall be paid at such time as would have been otherwise incurred by the Applicant per Proffer (3.a) upon receipt of reasonable documentation of such costs.

b. Battlefield Parkway/Potomac Station Drive Pedestrian Signal. The Applicant shall bond and construct on the Property or within Town right of way upgraded pedestrian crossing signals with countdown at the intersection of Battlefield Parkway and Potomac Station Drive. The upgraded pedestrian signal shall be bonded, substantially completed and operational prior to the issuance of the first residential occupancy permit on the Property.

c. Center Street. Prior to the issuance of the first occupancy permit on the Property, the Applicant shall bond, substantially complete and place in service Center Street, including the Fort Evans Road turn lane, median break and deceleration lane.

d. Main Street. The Applicant shall bond, substantially complete and place in service Main Street and its intersection with Battlefield Parkway prior to the issuance of the first occupancy permit in non-residential Building B or Building C.

e. Electric Vehicle (EV) Charging Station. In the commercial portion of the project, the Applicant shall select one (1) parking space in which it shall provide an EV charging station. This service may be provided as a commercial service for a fee or free and is meant to encourage EV owners to recharge their cars while they take advantage of nearby commercial uses. This parking space shall still count towards the satisfaction of the commercial parking requirements.

4. Landscaping, Outdoor Amenity Areas and Recreation Improvements Shall Include the Following:

a. Outdoor Amenity Areas. The Applicant shall construct the four (4) outdoor amenity areas in the locations shown on the Concept Plan ("Outdoor Amenity Areas"). The Outdoor Amenity Areas shall be designed and constructed as shown on Sheet 9 of the Concept Plan. Outdoor Amenity Areas 1A & 1B will be constructed with Land Bay 1, Outdoor Amenity Area 3A will be constructed with first building in Land Bay 3 and Outdoor Amenity Areas 3B will

be constructed with Main Street. The Fort Evans Gateway feature will be constructed with Building A.

b. Bicycle Facilities. The Applicant shall install a minimum of four (4) bicycle parking racks (one in each area: Outdoor Amenity Areas 1A, 3B, adjacent to Building A and adjacent to Building B) at specific locations to be determined at the time of Final Site Plan approval for such areas of the Property.

c. Landscape Plans. The final landscape plans for the proposed landscaping shall be in accordance with the Concept Plan shall be prepared and stamped by a Virginia licensed landscape architect.

d. Recreation Facilities in the Town. At the time of issuance of each residential occupancy permit, the Applicant shall pay the Town a one-time fee of ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00) per dwelling unit to be used for recreational facilities in the Town.

e. Off-site Pedestrian Connections. The Applicant shall construct the two (2) hard surface pedestrian paths (5' wide minimum) from the Property to the adjacent Potomac Station Apartments property as shown on the Pedestrian Circulation Plan in the Concept Plan. Pedestrian Connection #1 shall be constructed prior to the issuance of the first residential occupancy permit on Land Bay 2 and Pedestrian Connection #2 shall be constructed with Outdoor Amenity Area #3B.

f. Fort Evans Sidewalk. The Applicant shall construct a five-foot (5') wide sidewalk along the south side of Fort Evans Road between the Potomac Station Apartments' vehicular entrance and Vista Ridge Drive NE within the Fort Evans Road right-of-way, as shown on Pedestrian Circulation Plan. Applicant shall bond, substantially complete and place the sidewalk in service for public use (not off bond) prior to the issuance of the occupancy permit for Building A or Building B.

g. Potomac Station Apartments Landscaping. The Applicant shall secure the necessary easements and install the landscaping located on the Potomac Station Apartments property (Parcel A-2A) adjacent to the Property as shown on the Landscaping Plan (Sheet 7) of the Concept Plan. The off-site landscaping which buffers the apartments from Building A will be installed with the construction of Center Street. The off-site landscaping which is part of

Outdoor Amenity Area #3B will be installed with this amenity area. The balance of this off-site landscaping will be installed in phases with the construction of the adjacent land bays.

5. Building Design. The second submission of a Final Site Plan which includes one or more buildings shall include building elevations drawn to scale and a list of exterior materials to be submitted to the Zoning Administrator. The Zoning Administrator or his or her designee will review the building elevations and, within thirty (30) days of submission, determine whether the elevations adhere to the Design Guidelines. The Applicant shall then have the ability to appeal any final determination by the Zoning Administrator in accordance with Section 3.15 of the Zoning Ordinance.

6. Fire and Rescue Contribution. At the time of issuance of each residential occupancy permit, the Applicant will pay the Town ONE HUNDRED SEVENTY EIGHT AND 95/100 DOLLARS (\$178.95) per dwelling unit as a non-refundable, one-time cash donation for the benefit of fire and rescue facilities providing service to the Property. At the time of issuance of each initial non-residential occupancy permit for a portion of the commercial space, the Applicant will pay the Town Eighteen Cents (\$.18) per square foot of GFA included in such occupancy permit as a non-refundable, one-time cash donation for the benefit of fire and rescue facilities providing service to the Property. Notwithstanding the above, no payments under this paragraph shall be required for any buildings or GFA to be devoted to uses such as non-profit or HOA-owned recreational buildings, residential building common areas, non-profit day care facilities, and non-profit health care or governmental service facilities.

7. Residential Off-Site Transportation Contribution. At the time of issuance of each residential occupancy permit, the Applicant shall pay the Town a one-time cash contribution in the amount of TWO THOUSAND FIVE HUNDRED FIFTY AND 00/100 DOLLARS (\$2,550.00) per dwelling unit.

8. Maintenance of Private Facilities on the Property Shall Conform with the Following:

a. Creation of Property Owners Association. In the event the Property is subdivided and any portion of the Property is sold to an unaffiliated owner, the Applicant will establish a Master Property Owners' Association ("Master POA") in the form of a limited liability company or reciprocal easement agreement, to which the residential homeowners' associations ("HOAs"),

COAs and the non-residential property owners will be subject. During the Town subdivision process, the Master POA agreement will be submitted to the Town Attorney for review and approval as to form and consistency with these proffers. The Master POA documents shall state that no provision of the Master POA that addresses any matter that is proffered or is otherwise required by this rezoning approval shall be amended without prior approval by the Town, including the Design Guidelines.

b. Timing of POA. The Master POA will be established prior to the subdivision and sale of any portion of the Property to a third party who is not an affiliate of the Applicant.

c. Duties. The Applicant, the Master POA, its members and/or its designees shall have, among its duties, snow removal, trash removal and the maintenance of all private facilities on the Property including the private roads and private access easements, private parking areas, private storm water management facilities, private common areas, the outdoor amenity areas, recreational facilities, bicycle parking facilities and play areas.

d. Private Streets. The Master POA documents shall include a statement that the private streets cannot be accepted as public roads by the Town and the responsibility for their maintenance will be delegated to the Applicant, the Master POA, its members and/or its designees.

e. Recycling. The Applicant, the Master POA, its members and/or its designees shall provide sufficient space in the dumpster locations for Buildings A, B and C for recycling receptacles to accommodate all of the recyclable materials accepted by their contract haulers. Recycling receptacles will also be provided in the Outdoor Amenity Areas for use by pedestrians.

9. School Contribution. At the time of issuance of each occupancy permit for a multi-family ("2 over 2") dwelling unit, the Applicant shall pay the Town a one-time, cash contribution in the amount of SIX THOUSAND SIX HUNDRED FIFTY TWO AND 48/100 DOLLARS (\$6,652.48) per 2 over 2 dwelling unit. At the time of issuance of each occupancy permit for a single-family attached (townhouse) dwelling unit, the Applicant shall pay the Town a one-time, cash contribution in the amount of ELEVEN THOUSAND NINE HUNDRED SEVENTY FOUR AND 46/100 DOLLARS (\$11,974.46) per townhouse dwelling unit. These contributions shall be forwarded to Loudoun County Public Schools to be used for capital improvements to

the schools serving the northeast Leesburg sector. The Applicant will not be required to make any school contributions for the Active Adult Units.

10. Definitions. Wherever “bond” is used herein it shall mean the type of security required by the Town as described in *Section 15.2-2241(5)* of the Code of Virginia (1950), as amended. Wherever “dedication” is used, it shall mean “convey by a good and proper general warranty deed fee simple title to the land to the Town of Leesburg 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”. Wherever “easement” is used, it shall mean “grant by a good and proper deed an easement interest to the Town of Leesburg or VDOT at no cost to the Town or VDOT in a form approved by the Town Attorney.”

11. Escalator Clause. All monetary proffer payment amounts shall be adjusted annually commencing on the first January 1, and each January 1 thereafter, occurring after the Trigger Date (as hereafter defined). For the purposes hereof, the “Trigger Date” shall mean one (1) year after the recordation date of the first plat associated with a building to be occupied on the Property. All adjustments shall be based on the proportional changes in the Index (as hereafter defined) occurring between (i) the plat recordation date stated above and (ii) each anniversary thereafter. For the purposes hereof, the “Index” shall mean the Consumer Price Index for All Urban Consumers (CPI-U) Washington-DC-MD-VA-WV as published by the U.S. Department of Labor.

12. Waivers and Modifications. Approval of #TLZM-2014-0001 does not express or imply any waiver or modification of the requirements set forth in the Subdivision and Land Development Regulations, the Zoning Ordinance, or the DCSM, except as expressly shown on the Concept Plan. All final plats, site plans, and construction plans shall remain subject to these applicable Town regulations.

13. Binding Effect. The undersigned, the Applicant and owner of record of the Property, does hereby voluntarily proffer the conditions stated above, which conditions shall be binding on the Applicant, its successors and assigns, and all owners of any portions of the Property and shall have the effect specified in *Section 15.2-2303, et seq.* of the Code of Virginia (1950), as amended.

Witness the following signatures and seals this \_\_\_\_ day of \_\_\_\_\_, 2015.

POTOMAC STATION MIXED USE LLC,  
a Virginia Limited Liability Company

By: Management Services Group LLC,  
Manager

By: \_\_\_\_\_  
DOUGLAS R. SANDOR, Manager

STATE OF VIRGINIA

COUNTY OF ARLINGTON, to-wit:

I, \_\_\_\_\_, a Notary Public in and for the State and County aforesaid, do hereby certify that DOUGLAS R. SANDOR, as MANAGER of Management Services Group LLC, Manager of Potomac Station Mixed Use LLC, has signed the foregoing writing which is dated October 28, 2015 and has this day acknowledged the same before me in the aforesaid State and County.

Given under my hand this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Notary Registration Number: \_\_\_\_\_

Continuation of Signature for Potomac Station Mixed Use LLC

POTOMAC STATION MIXED USE LLC,  
a Virginia limited Liability Company

By: Management Services Group LLC,  
Manager

By: \_\_\_\_\_  
GEORGE J. SOTOS  
Managing Director

STATE OF VIRGINIA  
COUNTY OF ARLINGTON, to-wit:

I, \_\_\_\_\_, a Notary Public in and for the State and County aforesaid, do hereby certify that GEORGE J. SOTOS, as MANAGING DIRECTOR of Management Services Group, LLC, Manager of Potomac Station Mixed Use LLC, has signed the foregoing writing which is dated October 28, 2015 and has this day acknowledged the same before me in the aforesaid State and County.

Given under my hand this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Notary Public

My Commission Expires:\_\_\_\_\_

Notary Registration Number:\_\_\_\_\_

**Exhibit A**  
**Design Guidelines**  
**Potomac Station Marketplace, TLMZ-2014-0001**  
**Dated October 28, 2015**

The Property shall be developed in substantial conformance with the Concept Plan and these Design Guidelines, which shall control the use, layout and configuration of the Property consistent with the Zoning Ordinance, with reasonable allowances to be made for engineering and design alterations to meet Town zoning, subdivision and land development regulations as specifically modified in this application and/or to resolve conflicts created by private utility service providers. The design requirements herein are segregated by building type. Requirements for one building type shall not apply to the others.

***Service Station/Convenience Food Store - Building A:***

- The four sides of the building shall be constructed primarily with brick so that brick constitutes no less than 70% of the visible skin material (excluding windows, doors, storefront glass and awnings). The brick selections will have a tumbled look with a dark red color and charcoal variations (see Sheet SD.8). The Applicant shall endeavor to specify as the primary brick selection Triangle Brick, Village Collection, Portsmouth (<http://www.trianglebrick.com/village-collection/portsmouth>), Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent. Secondary materials such as a complimentary brick, fiber-cement siding, metal, stone veneer, pre-cast concrete, architectural masonry, glass, vinyl or fiberglass reinforced plastic trim materials and/or other high quality materials (this excludes synthetic stucco (EIFS), smooth-face masonry units and vinyl siding) may also be used on each building façade to complement the primary brick selection. All bricks shall have either standard or modular dimensions.
- The building front facades (i.e. those designed for patron access) shall include a flat metal awning/canopy with upper support metal rods or a pitched metal awning. The windows on the front facades shall be multi-paned with a maximum dimension of 4' in a single piece of glass. Vision windows will be included on a least one front façade. Building facades without customer access shall have visual interest provided by canvas awnings, metal awnings/canopies, fake shutters, windows,

spandrel windows and/or brick detail. All awnings/canopies shall be in muted complementary colors. Vinyl awnings shall not be permitted.

- The storefront and window frames will be in dark bronze or similar muted color.
- Building height shall be at least 18'-0". The building may have a metal or faux slate pitched, mansard and/or a flat roof with parapet walls not less than 3' high. To add verticality and/or interest to the building, the primary building façade shall incorporate at least one architectural feature such as a tower, pediment, gable, reverse gable, vestibule, cupola, portico, raised entry feature, pitched roof element, or a change in parapet height along no less than 25% of the façade. Pitched and mansard roofs, coping and cornices will be in muted colors. No façade wall shall extend more than 30' in length without an architectural element such as a column, pier, pilaster, recessed panel, window opening, or a change in wall plane.
- Exterior building light fixtures shall be in dark colors and for each lighting need, the fixture type, style and design will generally be consistent for the building, but not necessarily consistent spanning adjacent commercial buildings. Gooseneck light fixtures with wide dome shades shall be provided to accent the upper front building facades.
- Fencing, lamp posts, trash receptacles and benches shall be dark colors to coordinate with building materials.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the building.
- The outdoor canopy which covers the fuel stations will have a flat roof. The canopy fascia will be pre-fabricated and molded to match to cornice or coping of Building A and may be made from composite materials such as aluminum composite panel (ACM), EIFS, or laminated foam core. The canopy's columns will be metal with brick, pre-cast concrete and/or stone veneer covering three (3) feet or more of the column base. The color of these materials will complement those similar materials on Building A.
- Shown on Sheet SD.1 of the Concept Plan are illustrative elevations of a service station building which meet the requirements herein.
- Shown on Sheet SD.1a of the Concept Plan are illustrative elevations of a service station gas canopy which meet the requirements herein.

### **Multi-Tenant Retail/Restaurants - Building B**

- The four sides of the building shall be constructed primarily with brick so that brick constitutes no less than 70% of the visible skin material (excluding windows, doors, storefront glass and awnings). The brick selections will have a tumbled look with a dark red color and charcoal variations (see Sheet SD.8). The Applicant shall endeavor to specify as the primary brick selection Triangle Brick, Village Collection, Portsmouth (<http://www.trianglebrick.com/village-collection/portsmouth>), Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent. Secondary materials such as a complimentary brick, fiber-cement siding, metal, stone veneer, pre-cast concrete, architectural masonry, glass, vinyl or fiberglass reinforced plastic trim materials and/or other high quality materials (this excludes synthetic stucco (EIFS), smooth-face masonry units and vinyl siding) may also be used on each building façade to complement the primary brick selection. All bricks shall have either standard or modular dimensions.
- The building front facades (i.e. those designed for patron access) shall include vision windows and metal awnings/canopies with upper support metal rods and/or pitched metal awnings. The windows on the front facades shall be multi-paned with a maximum dimension of 4' in a single piece of glass. The rear building façade shall have canvas awnings covering the service entrances and sidelights adjacent to the service entrances. All awnings/canopies shall be dark bronze or a similar muted color. Vinyl awnings shall not be permitted.
- The storefront and window frames will be in dark bronze or similar muted color. Rear service doors will have glass panels and sidelights, which may be transparent, translucent or opaque spandrel glass.
- Building height shall be at least 20'-0". The building shall have a predominately flat roof with parapet walls not less than 3' high. In order to reduce the impact of the building mass and add interest, the building shall be broken into bays not wider than 30' separated by a column, pier, pilaster, recessed panel, window opening or a change in façade plane. In addition, the building shall have a change in parapet height along no less than 25% of the primary building façade. Any pitched roofs, coping and cornices will be in muted colors.
- Patios for outside seating may be illuminated by drop string lights and may be covered with cloth awnings, fabric shade structures, pergolas and/or trellises.

Outside seating areas may include table umbrellas, cantilevered umbrellas, fire pits, fireplaces and/or café barriers. Exterior building light fixtures shall be in dark colors and for each lighting need, the fixture type, style and design will generally be consistent for the building, but not necessarily consistent spanning adjacent commercial buildings. Gooseneck light fixtures with wide dome shades shall be provided to accent the upper front and upper side building facades.

- Fencing, lamp posts, trash receptacles and benches shall be dark colors to coordinate with building materials.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the building.
- Pedestal cluster mailbox gangs, and utility meters will be allowed behind the building.
- Shown on Sheet SD.2 of the Concept Plan are elevations of a building which meet the requirements herein.

***Child Care Center - Building C:***

- The four sides of the building shall be constructed primarily with brick so that brick constitutes no less than 70% of the visible skin material (excluding windows, doors, storefront glass and awnings). The brick selections will have a tumbled look with a dark red color and charcoal variations (see Sheet SD.8). The Applicant shall endeavor to specify as the primary brick selection Triangle Brick, Village Collection, Portsmouth (<http://www.trianglebrick.com/village-collection/portsmouth>), Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent. Secondary material such as a complimentary brick, fiber-cement siding, metal, stone veneer, pre-cast concrete, architectural masonry, glass, vinyl or fiberglass reinforced plastic trim materials and other high quality materials (this excludes synthetic stucco (EIFS), smooth-face masonry units and vinyl siding) may also be used on each building façade to complement the primary brick selection. All bricks shall have either standard or modular dimensions.
- All sides of the building shall have multi-paned windows, with a maximum dimension of 4' in a single piece of glass.

- Building height shall be at least 20'-0" and must be two stories. The building may have a pitched roof or a predominately flat roof with parapet walls not less than 3' high. To add verticality and/or interest to the building, the primary building façade will have at least one architectural feature such as a tower, pediment, gable, reverse gable, vestibule, portico, cupola, entry feature, a pitched roof element, or a change in parapet height along no less than 25% of the front building façade. No visible portion of the primary building façade wall shall extend more than 30' in length on the first story without an architectural feature such as a window or door opening, pilaster, column, recessed panel, or a change in façade plane. A pitched roof must have premium roofing materials such as dimensional asphalt shingles, faux slate and/or standing seam metal and must include reverse gables with decorative louvers or decorative dormers to create visual interest in the roofline. Roofs, coping and cornices will be in muted colors. If the Applicant elects to design a pitched roof with asphalt shingles, he/she will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent.
- Exterior building light fixtures shall be in dark colors and for each lighting need, the fixture type, style and design will generally be consistent for the building, but not necessarily consistent spanning adjacent buildings.
- Fencing, lamp posts, trash receptacles and benches shall be dark muted colors to coordinate with building materials.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the building.
- Shown on Sheet SD.3 of the Concept Plan are illustrative elevations of a child care center building which meet the requirements herein.

***Active Adult Multi-Family – Buildings 3A & 3B:***

- Buildings 3A & 3B shall be developed in general conformance with the elevations shown on Page 17 of the Concept Plan. Vinyl siding shall not be permitted.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with

vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the adjacent building.

- For the roof shingles, the Applicant will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent.

***Multi-Family/2 over 2s – Land Bay 2:***

- All façades shall have a combination of at least two building materials which may include masonry or stone veneer or fiber-cement horizontal siding. The building front façade must be 50% masonry and/or stone veneer. The building rear façade shall have at least a 24” masonry or stone veneer water table. Vinyl siding shall not be permitted.
- Each multiple dwelling unit building (“Stick”) must be 4 stories and 50% of the vertically stacked two unit bays in a Stick shall contain each of the following: a bay window (or similarly sized projection), a roof enhancement (two decorative dormers or a reverse gable), standing seam metal roof over the front door and a stoop with black metal hand rails.
- Paint colors shall follow a colonial color palate. At least three variations of the same color of masonry and siding shall be used for the front and rear of each Stick. The Applicant shall endeavor to specify as the primary brick selection as Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent with a dark red color and charcoal variations.
- All garage doors shall be carriage type.
- The rear façade of a Stick shall have 25% of the vertically stacked two unit bays with bay window or a similarly sized projection. Non-bay rear windows will have a cornice style crossheader or peaked cap pediment. Trellises, which may be constructed of pvc or painted wood, shall be provided over the deck for each top unit.
- Electric and gas meters and ground level air conditioning equipment shall be either placed in the rear yard of the building or a side yard. Any of these elements placed in a side yard will be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the adjacent building.
- There shall be no unpainted wood on any portion of a building, including building decks (i.e. no exposed pressure treated wood).

- End units will have a minimum of one floor of masonry or stone (with complementary painted fiber cement horizontal siding on the balance of the façade), a decorative louver in the gable, and a minimum of six windows. In addition, those end units labeled as High Visibility Elevation on the Concept Development Plan (Sheet 5) shall have at least three floors of masonry and/or stone, with complementary painted fiber cement horizontal siding on the balance of the façade.
- Sloped roofs will be composed of asphalt shingles or standing seam metal. For the asphalt shingles, the Applicant will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent. Standing seam metal roofs with shall be a muted color.
- Shown on Sheet SD.4 of the Concept Plan are illustrative elevations of multi-family/2 over 2 buildings which meet the requirements herein.

***Townhouses - Land Bay 1:***

- All façades shall have a combination of at least two building materials which may include masonry or stone veneer or fiber-cement horizontal siding. The building front façade must be 50% masonry and/or stone veneer. The building rear façade shall have at least a 24" masonry or stone veneer water table. Vinyl siding shall not be permitted.
- Each Stick may range in height from 3 to 4 stories and 50% of the dwelling units in a Stick shall contain each of the following: a bay window (or similarly sized projection), a roof enhancement (two decorative dormers or a reverse gable), standing seam metal roof over the front door and a stoop with black metal hand rails.
- Paint colors shall follow a colonial color palate. At least three variations of the same color of masonry and siding shall be used for the front and rear of each Stick. The Applicant shall endeavor to specify as the primary brick selection as Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent with a dark red color and charcoal variations.
- All garage doors shall be carriage type. An illustrative example is shown on Page SD.5 of the Concept Plan.
- Rear doors will have either a cornice style crossheader or peaked cap pediment.
- Electric and gas meters and ground level air conditioning equipment shall be either placed in the rear yard of the building or a side yard. Any of these elements placed

- in a side yard will be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the adjacent building.
- There shall be no unpainted wood on any portion of a building, including building decks (i.e. no exposed pressure treated wood).
  - End units will have a minimum of a 24" water table made of masonry or stone (with complementary painted fiber cement horizontal siding on the balance of the façade), a decorative louver in the gable, and a minimum of six windows. In addition, those end units labeled as High Visibility Elevation on the Concept Development Plan (Sheet 5) shall have at least three floors of masonry and/or stone (with complementary painted fiber cement horizontal siding on the balance of the façade) and one bay window or similarly sized projection.
  - Sloped roofs will be composed of asphalt shingles or standing seam metal. For the asphalt shingles, the Applicant will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent. Standing seam metal roofs with shall be a muted color.
  - Townhouse units 1-32 will be constructed using double pain windows with a minimum STC rating of 25 or OITC Rating of 22.
  - Shown on Sheet SD.5 of the Concept Plan are illustrative elevations of townhouse buildings which meet the requirements herein.

**TLZM-2014-0001 PROFFERS SUBMITTED BY  
POTOMAC STATION MIXED USE LLC,  
A VIRGINIA LIMITED LIABILITY COMPANY,  
IN CONNECTION WITH APPROVAL BY THE TOWN OF LEESBURG  
OF A PRN (PLANNED RESIDENTIAL NEIGHBORHOOD) REZONING WITH A CONCEPT  
PLAN AND ZONING PLAN SUPERSEDING THE POTOMAC STATION PRC ZONING  
APPROVED IN REZONING APPLICATION #ZM-134 AS AMENDED IN REZONING  
APPLICATIONS #ZM-147, #ZM-154, AND TLZM 2006-0011  
October 28, 2015**

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Potomac Station Mixed Use LLC, a Virginia limited liability company (hereinafter referred to as the "Applicant"), the owner of approximately 14.9 acres of land described in the Loudoun County tax records as Tax Map 49 ((38)) Parcel B-1A2 (MCPI# 148-27-3578) and Tax Map 49 ((38)) Parcel A-1A (MCPI# 148-37-4614), (collectively, the "Property") is seeking approval pursuant to Section 15.2-2303 et seq. of the Code of Virginia (1950), as amended, and Section 3.3.16 of the Zoning Ordinance of the Town of Leesburg, (the "Zoning Ordinance") by the Town of Leesburg (hereinafter the "Town") of a PRN (Planned Residential Neighborhood) rezoning with a concept plan and rezoning plan to supersede the PRC zoning approved by Rezoning Application #ZM-134, as amended in Rezoning Applications #ZM-147, #ZM-154, and TLZM 2006-0011, and hereby submits the following voluntary proffers, which are contingent upon Town approval of the above-referenced rezoning. These proffers shall replace all prior proffers in effect for the Property.

1. Permitted Uses and Design Guidelines. The Property shall be developed in substantial conformance with the Design Guidelines attached hereto as Exhibit A and with sheets 1 through 17 of the plan titled "Potomac Station Marketplace, Zoning Map Amendment", prepared by Dewberry, dated April 3, 2015, last revised October 28, 2015, incorporated herein by reference (hereinafter referred to as the "Concept Plan"), which shall control the use, layout and configuration of the Property consistent with the Zoning Ordinance, with reasonable allowances to be made for engineering and design alterations to meet Town zoning, subdivision and land development regulations as modified in this application and/or to resolve conflicts created by private utility service providers. If there is a conflict between the Concept Plan and the Proffers, then the Concept Plan shall prevail. The sheets of the Concept Plan identified as Supplemental Documents contain illustrative examples of design elements which are in substantial conformance with the Design Guidelines, but do not limit the Applicant or a future owner from creating alternate designs as long as they are in substantial conformance with the Concept Plan and Design Guidelines. After the approval of TLZM 2014-0001, the Applicant reserves the right to request waivers or modifications permitted under the Town zoning,

subdivision and land development regulations, provided such modifications are in substantial conformance with these proffers, the Concept Plan and the Design Guidelines. The Property may be developed with any of the uses described in Sections 8.4.2 and 8.4.3 of the Zoning Ordinance, but those uses which require special exception approval pursuant to Section 8.4.3 shall continue to require special exception approval before they may be developed on the Property.

2. Development Program and Density. The Property may be developed with up to 158 dwelling units and up to 33,000 square feet of gross floor area ("GFA") of Neighborhood Retail Convenience Center uses as permitted under Section 8.4.2 of the Zoning Ordinance in the locations shown on the Concept Plan. The dwelling units shall be comprised of up to: 42 multi-family ("2 over 2") dwelling units, 61 single-family attached (townhouse) dwelling units, and 55 age restricted multi-family dwelling units ("Active Adult Units").

a. Active Adult Units. In accordance with the Housing for Older Persons Act of 1995 and the Fair Housing Act (collectively the "Fair Housing Act"), at least 80% of the Active Adult Units shall be occupied by at least one person 55 years of age or older and within such units the following conditions shall apply:

- i) All other residents must reside with a person who is 55 years of age or older, and be either a spouse, or a cohabitant 18 years of age or older who provides primary physical or economic support to the person who is 55 years of age or older.
- ii) Guests under the age of 55 years are permitted for periods of time not to exceed 90 days total for each such guest in any calendar year.
- iii) If title to a unit shall become vested in any person under the age of 55 years 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 unit until he or she has attained the age of 55 years 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 in accordance with the Fair Housing Act regulations and requirements.

The above described use restrictions for the Active Adult Units 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. In the condominium owners' association ("COA") documents for Buildings 3A and 3B, the Applicant will record a restrictive covenant on the Land Bay 3 limiting the dwelling units in Buildings 3A and 3B to the Active Adult Units described above. The terms and conditions of the restrictive covenant described in COA documents shall be reviewed and approved by the Town Attorney for conformity to this proffer prior to issuance of the first building permit for Building 3A and Building 3B.

b. Service Station/Convenience Food Store. For the pad site containing the Service Station/Convenience Food Store building (Building A), associated canopy structure and parking, the following conditions shall apply:

- i) Servicing of vehicles shall not be permitted.
- ii) Outdoor storage of abandoned, wrecked or inoperable vehicles shall not be permitted.
- iii) It shall be subject to Design and Construction Standards Manual ("DCSM") storm water quality and quantity measures for a "Hot Spot" as that term is utilized in the DCSM.
- iv) As shown on Sheet 11, fuel delivery trucks shall only enter and exit the Service Station pad site using northern most access point on Center Street via the Fort Evans Road project entrance.

3. Roadway Improvements. The Applicant will dedicate, bond and construct the improvements described below:

a. Project Entrance Signal. At the intersection of Bank Street with Potomac Station Drive, the Applicant shall bond and construct, within existing Town right-of-way, a traffic signal with pedestrian crossing signals (the "Traffic Signal"). The Traffic Signal shall be bonded, substantially completed and operational prior to the earlier of the following: (i) the issuance of the 75<sup>th</sup> residential occupancy permit on the Property (ii) prior to the issuance of the occupancy permit for the service station building (Building A) or (iii) at the discretion of the Applicant. In the event the Traffic Signal is placed in service by the Town, VDOT, or others before the event that triggers installation of the Traffic Signal by the Applicant, Applicant shall contribute to the Town

an amount equal the actual and reasonable third party, out-of-pocket costs incurred to install the Traffic Signal. This contribution shall be paid at such time as would have been otherwise incurred by the Applicant per Proffer (3.a) upon receipt of reasonable documentation of such costs.

b. Battlefield Parkway/Potomac Station Drive Pedestrian Signal. The Applicant shall bond and construct on the Property or within Town right of way upgraded pedestrian crossing signals with countdown at the intersection of Battlefield Parkway and Potomac Station Drive. The upgraded pedestrian signal shall be bonded, substantially completed and operational prior to the issuance of the first residential occupancy permit on the Property.

c. Center Street. Prior to the issuance of the first occupancy permit on the Property, the Applicant shall bond, substantially complete and place in service Center Street, including the Fort Evans Road turn lane, median break and deceleration lane.

d. Main Street. The Applicant shall bond, substantially complete and place in service Main Street and its intersection with Battlefield Parkway prior to the issuance of the first occupancy permit in non-residential Building B or Building C.

e. Electric Vehicle (EV) Charging Station. In the commercial portion of the project, the Applicant shall select one (1) parking space in which it shall provide an EV charging station. This service may be provided as a commercial service for a fee or free and is meant to encourage EV owners to recharge their cars while they take advantage of nearby commercial uses. This parking space shall still count towards the satisfaction of the commercial parking requirements.

4. Landscaping, Outdoor Amenity Areas and Recreation Improvements Shall Include the Following:

a. Outdoor Amenity Areas. The Applicant shall construct the four (4) outdoor amenity areas in the locations shown on the Concept Plan ("Outdoor Amenity Areas"). The Outdoor Amenity Areas shall be designed and constructed as shown on Sheet 9 of the Concept Plan. Outdoor Amenity Areas 1A & 1B will be constructed with Land Bay 1, Outdoor Amenity Area 3A will be constructed with first building in Land Bay 3 and Outdoor Amenity Areas 3B will

be constructed with Main Street. The Fort Evans Gateway feature will be constructed with Building A.

b. Bicycle Facilities. The Applicant shall install a minimum of four (4) bicycle parking racks (one in each area: Outdoor Amenity Areas 1A, 3B, adjacent to Building A and adjacent to Building B) at specific locations to be determined at the time of Final Site Plan approval for such areas of the Property.

c. Landscape Plans. The final landscape plans for the proposed landscaping shall be in accordance with the Concept Plan shall be prepared and stamped by a Virginia licensed landscape architect.

d. Recreation Facilities in the Town. At the time of issuance of each residential occupancy permit, the Applicant shall pay the Town a one-time fee of ONE THOUSAND AND 00/100 DOLLARS (\$1,000.00) per dwelling unit to be used for recreational facilities in the Town.

e. Off-site Pedestrian Connections. The Applicant shall construct the two (2) hard surface pedestrian paths (5' wide minimum) from the Property to the adjacent Potomac Station Apartments property as shown on the Pedestrian Circulation Plan in the Concept Plan. Pedestrian Connection #1 shall be constructed prior to the issuance of the first residential occupancy permit on Land Bay 2 and Pedestrian Connection #2 shall be constructed with Outdoor Amenity Area #3B.

f. Fort Evans Sidewalk. The Applicant shall construct a five-foot (5') wide sidewalk along the south side of Fort Evans Road between the Potomac Station Apartments' vehicular entrance and Vista Ridge Drive NE within the Fort Evans Road right-of-way, as shown on Pedestrian Circulation Plan. Applicant shall bond, substantially complete and place the sidewalk in service for public use (not off bond) prior to the issuance of the occupancy permit for Building A or Building B.

g. Potomac Station Apartments Landscaping. The Applicant shall secure the necessary easements and install the landscaping located on the Potomac Station Apartments property (Parcel A-2A) adjacent to the Property as shown on the Landscaping Plan (Sheet 7) of the Concept Plan. The off-site landscaping which buffers the apartments from Building A will be installed with the construction of Center Street. The off-site landscaping which is part of

Outdoor Amenity Area #3B will be installed with this amenity area. The balance of this off-site landscaping will be installed in phases with the construction of the adjacent land bays.

5. Building Design. The second submission of a Final Site Plan which includes one or more buildings shall include building elevations drawn to scale and a list of exterior materials to be submitted to the Zoning Administrator. The Zoning Administrator or his or her designee will review the building elevations and, within thirty (30) days of submission, determine whether the elevations adhere to the Design Guidelines. The Applicant shall then have the ability to appeal any final determination by the Zoning Administrator in accordance with Section 3.15 of the Zoning Ordinance.

6. Fire and Rescue Contribution. At the time of issuance of each residential occupancy permit, the Applicant will pay the Town ONE HUNDRED SEVENTY EIGHT AND 95/100 DOLLARS (\$178.95) per dwelling unit as a non-refundable, one-time cash donation for the benefit of fire and rescue facilities providing service to the Property. At the time of issuance of each initial non-residential occupancy permit for a portion of the commercial space, the Applicant will pay the Town Eighteen Cents (\$.18) per square foot of GFA included in such occupancy permit as a non-refundable, one-time cash donation for the benefit of fire and rescue facilities providing service to the Property. Notwithstanding the above, no payments under this paragraph shall be required for any buildings or GFA to be devoted to uses such as non-profit or HOA-owned recreational buildings, residential building common areas, non-profit day care facilities, and non-profit health care or governmental service facilities.

7. Residential Off-Site Transportation Contribution. At the time of issuance of each residential occupancy permit, the Applicant shall pay the Town a one-time cash contribution in the amount of TWO THOUSAND FIVE HUNDRED FIFTY AND 00/100 DOLLARS (\$2,550.00) per dwelling unit.

8. Maintenance of Private Facilities on the Property Shall Conform with the Following:

a. Creation of Property Owners Association. In the event the Property is subdivided and any portion of the Property is sold to an unaffiliated owner, the Applicant will establish a Master Property Owners' Association ("Master POA") in the form of a limited liability company or reciprocal easement agreement, to which the residential homeowners' associations ("HOAs"),

COAs and the non-residential property owners will be subject. During the Town subdivision process, the Master POA agreement will be submitted to the Town Attorney for review and approval as to form and consistency with these proffers. The Master POA documents shall state that no provision of the Master POA that addresses any matter that is proffered or is otherwise required by this rezoning approval shall be amended without prior approval by the Town, including the Design Guidelines.

b. Timing of POA. The Master POA will be established prior to the subdivision and sale of any portion of the Property to a third party who is not an affiliate of the Applicant.

c. Duties. The Applicant, the Master POA, its members and/or its designees shall have, among its duties, snow removal, trash removal and the maintenance of all private facilities on the Property including the private roads and private access easements, private parking areas, private storm water management facilities, private common areas, the outdoor amenity areas, recreational facilities, bicycle parking facilities and play areas.

d. Private Streets. The Master POA documents shall include a statement that the private streets cannot be accepted as public roads by the Town and the responsibility for their maintenance will be delegated to the Applicant, the Master POA, its members and/or its designees.

e. Recycling. The Applicant, the Master POA, its members and/or its designees shall provide sufficient space in the dumpster locations for Buildings A, B and C for recycling receptacles to accommodate all of the recyclable materials accepted by their contract haulers. Recycling receptacles will also be provided in the Outdoor Amenity Areas for use by pedestrians.

9. School Contribution. At the time of issuance of each occupancy permit for a multi-family ("2 over 2") dwelling unit, the Applicant shall pay the Town a one-time, cash contribution in the amount of SIX THOUSAND SIX HUNDRED FIFTY TWO AND 48/100 DOLLARS (\$6,652.48) per 2 over 2 dwelling unit. At the time of issuance of each occupancy permit for a single-family attached (townhouse) dwelling unit, the Applicant shall pay the Town a one-time, cash contribution in the amount of ELEVEN THOUSAND NINE HUNDRED SEVENTY FOUR AND 46/100 DOLLARS (\$11,974.46) per townhouse dwelling unit. These contributions shall be forwarded to Loudoun County Public Schools to be used for capital improvements to

the schools serving the northeast Leesburg sector. The Applicant will not be required to make any school contributions for the Active Adult Units.

10. Definitions. Wherever “bond” is used herein it shall mean the type of security required by the Town as described in *Section 15.2-2241(5)* of the Code of Virginia (1950), as amended. Wherever “dedication” is used, it shall mean “convey by a good and proper general warranty deed fee simple title to the land to the Town of Leesburg 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”. Wherever “easement” is used, it shall mean “grant by a good and proper deed an easement interest to the Town of Leesburg or VDOT at no cost to the Town or VDOT in a form approved by the Town Attorney.”

11. Escalator Clause. All monetary proffer payment amounts shall be adjusted annually commencing on the first January 1, and each January 1 thereafter, occurring after the Trigger Date (as hereafter defined). For the purposes hereof, the “Trigger Date” shall mean one (1) year after the recordation date of the first plat associated with a building to be occupied on the Property. All adjustments shall be based on the proportional changes in the Index (as hereafter defined) occurring between (i) the plat recordation date stated above and (ii) each anniversary thereafter. For the purposes hereof, the “Index” shall mean the Consumer Price Index for All Urban Consumers (CPI-U) Washington-DC-MD-VA-WV as published by the U.S. Department of Labor.

12. Waivers and Modifications. Approval of #TLZM-2014-0001 does not express or imply any waiver or modification of the requirements set forth in the Subdivision and Land Development Regulations, the Zoning Ordinance, or the DCSM, except as expressly shown on the Concept Plan. All final plats, site plans, and construction plans shall remain subject to these applicable Town regulations.

13. Binding Effect. The undersigned, the Applicant and owner of record of the Property, does hereby voluntarily proffer the conditions stated above, which conditions shall be binding on the Applicant, its successors and assigns, and all owners of any portions of the Property and shall have the effect specified in *Section 15.2-2303, et seq.* of the Code of Virginia (1950), as amended.

Witness the following signatures and seals this \_\_\_\_ day of \_\_\_\_\_, 2015.

POTOMAC STATION MIXED USE LLC,  
a Virginia Limited Liability Company

By: Management Services Group LLC,  
Manager

By: \_\_\_\_\_  
DOUGLAS R. SANDOR, Manager

STATE OF VIRGINIA

COUNTY OF ARLINGTON, to-wit:

I, \_\_\_\_\_, a Notary Public in and for the State and County aforesaid, do hereby certify that DOUGLAS R. SANDOR, as MANAGER of Management Services Group LLC, Manager of Potomac Station Mixed Use LLC, has signed the foregoing writing which is dated October 28, 2015 and has this day acknowledged the same before me in the aforesaid State and County.

Given under my hand this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Notary Registration Number: \_\_\_\_\_

Continuation of Signature for Potomac Station Mixed Use LLC

POTOMAC STATION MIXED USE LLC,  
a Virginia limited Liability Company

By: Management Services Group LLC,  
Manager

By: \_\_\_\_\_  
GEORGE J. SOTOS  
Managing Director

STATE OF VIRGINIA  
COUNTY OF ARLINGTON, to-wit:

I, \_\_\_\_\_, a Notary Public in and for the State and County aforesaid, do hereby certify that GEORGE J. SOTOS, as MANAGING DIRECTOR of Management Services Group, LLC, Manager of Potomac Station Mixed Use LLC, has signed the foregoing writing which is dated October 28, 2015 and has this day acknowledged the same before me in the aforesaid State and County.

Given under my hand this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Notary Public

My Commission Expires:\_\_\_\_\_

Notary Registration Number:\_\_\_\_\_

**Exhibit A**  
**Design Guidelines**  
**Potomac Station Marketplace, TLMZ-2014-0001**  
**Dated October 28, 2015**

The Property shall be developed in substantial conformance with the Concept Plan and these Design Guidelines, which shall control the use, layout and configuration of the Property consistent with the Zoning Ordinance, with reasonable allowances to be made for engineering and design alterations to meet Town zoning, subdivision and land development regulations as specifically modified in this application and/or to resolve conflicts created by private utility service providers. The design requirements herein are segregated by building type. Requirements for one building type shall not apply to the others.

***Service Station/Convenience Food Store - Building A:***

- The four sides of the building shall be constructed primarily with brick so that brick constitutes no less than 70% of the visible skin material (excluding windows, doors, storefront glass and awnings). The brick selections will have a tumbled look with a dark red color and charcoal variations (see Sheet SD.8). The Applicant shall endeavor to specify as the primary brick selection Triangle Brick, Village Collection, Portsmouth (<http://www.trianglebrick.com/village-collection/portsmouth>), Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent. Secondary materials such as a complimentary brick, fiber-cement siding, metal, stone veneer, pre-cast concrete, architectural masonry, glass, vinyl or fiberglass reinforced plastic trim materials and/or other high quality materials (this excludes synthetic stucco (EIFS), smooth-face masonry units and vinyl siding) may also be used on each building façade to complement the primary brick selection. All bricks shall have either standard or modular dimensions.
- The building front facades (i.e. those designed for patron access) shall include a flat metal awning/canopy with upper support metal rods or a pitched metal awning. The windows on the front facades shall be multi-paned with a maximum dimension of 4' in a single piece of glass. Vision windows will be included on a least one front façade. Building facades without customer access shall have visual interest provided by canvas awnings, metal awnings/canopies, fake shutters, windows,

spandrel windows and/or brick detail. All awnings/canopies shall be in muted complementary colors. Vinyl awnings shall not be permitted.

- The storefront and window frames will be in dark bronze or similar muted color.
- Building height shall be at least 18'-0". The building may have a metal or faux slate pitched, mansard and/or a flat roof with parapet walls not less than 3' high. To add verticality and/or interest to the building, the primary building façade shall incorporate at least one architectural feature such as a tower, pediment, gable, reverse gable, vestibule, cupola, portico, raised entry feature, pitched roof element, or a change in parapet height along no less than 25% of the façade. Pitched and mansard roofs, coping and cornices will be in muted colors. No façade wall shall extend more than 30' in length without an architectural element such as a column, pier, pilaster, recessed panel, window opening, or a change in wall plane.
- Exterior building light fixtures shall be in dark colors and for each lighting need, the fixture type, style and design will generally be consistent for the building, but not necessarily consistent spanning adjacent commercial buildings. Gooseneck light fixtures with wide dome shades shall be provided to accent the upper front building facades.
- Fencing, lamp posts, trash receptacles and benches shall be dark colors to coordinate with building materials.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the building.
- The outdoor canopy which covers the fuel stations will have a flat roof. The canopy fascia will be pre-fabricated and molded to match to cornice or coping of Building A and may be made from composite materials such as aluminum composite panel (ACM), EIFS, or laminated foam core. The canopy's columns will be metal with brick, pre-cast concrete and/or stone veneer covering three (3) feet or more of the column base. The color of these materials will complement those similar materials on Building A.
- Shown on Sheet SD.1 of the Concept Plan are illustrative elevations of a service station building which meet the requirements herein.
- Shown on Sheet SD.1a of the Concept Plan are illustrative elevations of a service station gas canopy which meet the requirements herein.

### **Multi-Tenant Retail/Restaurants - Building B**

- The four sides of the building shall be constructed primarily with brick so that brick constitutes no less than 70% of the visible skin material (excluding windows, doors, storefront glass and awnings). The brick selections will have a tumbled look with a dark red color and charcoal variations (see Sheet SD.8). The Applicant shall endeavor to specify as the primary brick selection Triangle Brick, Village Collection, Portsmouth (<http://www.trianglebrick.com/village-collection/portsmouth>), Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent. Secondary materials such as a complimentary brick, fiber-cement siding, metal, stone veneer, pre-cast concrete, architectural masonry, glass, vinyl or fiberglass reinforced plastic trim materials and/or other high quality materials (this excludes synthetic stucco (EIFS), smooth-face masonry units and vinyl siding) may also be used on each building façade to complement the primary brick selection. All bricks shall have either standard or modular dimensions.
- The building front facades (i.e. those designed for patron access) shall include vision windows and metal awnings/canopies with upper support metal rods and/or pitched metal awnings. The windows on the front facades shall be multi-paned with a maximum dimension of 4' in a single piece of glass. The rear building façade shall have canvas awnings covering the service entrances and sidelights adjacent to the service entrances. All awnings/canopies shall be dark bronze or a similar muted color. Vinyl awnings shall not be permitted.
- The storefront and window frames will be in dark bronze or similar muted color. Rear service doors will have glass panels and sidelights, which may be transparent, translucent or opaque spandrel glass.
- Building height shall be at least 20'-0". The building shall have a predominately flat roof with parapet walls not less than 3' high. In order to reduce the impact of the building mass and add interest, the building shall be broken into bays not wider than 30' separated by a column, pier, pilaster, recessed panel, window opening or a change in façade plane. In addition, the building shall have a change in parapet height along no less than 25% of the primary building façade. Any pitched roofs, coping and cornices will be in muted colors.
- Patios for outside seating may be illuminated by drop string lights and may be covered with cloth awnings, fabric shade structures, pergolas and/or trellises.

Outside seating areas may include table umbrellas, cantilevered umbrellas, fire pits, fireplaces and/or café barriers. Exterior building light fixtures shall be in dark colors and for each lighting need, the fixture type, style and design will generally be consistent for the building, but not necessarily consistent spanning adjacent commercial buildings. Gooseneck light fixtures with wide dome shades shall be provided to accent the upper front and upper side building facades.

- Fencing, lamp posts, trash receptacles and benches shall be dark colors to coordinate with building materials.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the building.
- Pedestal cluster mailbox gangs, and utility meters will be allowed behind the building.
- Shown on Sheet SD.2 of the Concept Plan are elevations of a building which meet the requirements herein.

***Child Care Center - Building C:***

- The four sides of the building shall be constructed primarily with brick so that brick constitutes no less than 70% of the visible skin material (excluding windows, doors, storefront glass and awnings). The brick selections will have a tumbled look with a dark red color and charcoal variations (see Sheet SD.8). The Applicant shall endeavor to specify as the primary brick selection Triangle Brick, Village Collection, Portsmouth (<http://www.trianglebrick.com/village-collection/portsmouth>), Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent. Secondary material such as a complimentary brick, fiber-cement siding, metal, stone veneer, pre-cast concrete, architectural masonry, glass, vinyl or fiberglass reinforced plastic trim materials and other high quality materials (this excludes synthetic stucco (EIFS), smooth-face masonry units and vinyl siding) may also be used on each building façade to complement the primary brick selection. All bricks shall have either standard or modular dimensions.
- All sides of the building shall have multi-paned windows, with a maximum dimension of 4' in a single piece of glass.

- Building height shall be at least 20'-0" and must be two stories. The building may have a pitched roof or a predominately flat roof with parapet walls not less than 3' high. To add verticality and/or interest to the building, the primary building façade will have at least one architectural feature such as a tower, pediment, gable, reverse gable, vestibule, portico, cupola, entry feature, a pitched roof element, or a change in parapet height along no less than 25% of the front building façade. No visible portion of the primary building façade wall shall extend more than 30' in length on the first story without an architectural feature such as a window or door opening, pilaster, column, recessed panel, or a change in façade plane. A pitched roof must have premium roofing materials such as dimensional asphalt shingles, faux slate and/or standing seam metal and must include reverse gables with decorative louvers or decorative dormers to create visual interest in the roofline. Roofs, coping and cornices will be in muted colors. If the Applicant elects to design a pitched roof with asphalt shingles, he/she will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent.
- Exterior building light fixtures shall be in dark colors and for each lighting need, the fixture type, style and design will generally be consistent for the building, but not necessarily consistent spanning adjacent buildings.
- Fencing, lamp posts, trash receptacles and benches shall be dark muted colors to coordinate with building materials.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the building.
- Shown on Sheet SD.3 of the Concept Plan are illustrative elevations of a child care center building which meet the requirements herein.

***Active Adult Multi-Family – Buildings 3A & 3B:***

- Buildings 3A & 3B shall be developed in general conformance with the elevations shown on Page 17 of the Concept Plan. Vinyl siding shall not be permitted.
- Ground level air conditioning equipment, heat pumps and similar mechanical equipment, gas and electric meters shall be screened from public view with

vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the adjacent building.

- For the roof shingles, the Applicant will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent.

***Multi-Family/2 over 2s – Land Bay 2:***

- All façades shall have a combination of at least two building materials which may include masonry or stone veneer or fiber-cement horizontal siding. The building front façade must be 50% masonry and/or stone veneer. The building rear façade shall have at least a 24” masonry or stone veneer water table. Vinyl siding shall not be permitted.
- Each multiple dwelling unit building (“Stick”) must be 4 stories and 50% of the vertically stacked two unit bays in a Stick shall contain each of the following: a bay window (or similarly sized projection), a roof enhancement (two decorative dormers or a reverse gable), standing seam metal roof over the front door and a stoop with black metal hand rails.
- Paint colors shall follow a colonial color palate. At least three variations of the same color of masonry and siding shall be used for the front and rear of each Stick. The Applicant shall endeavor to specify as the primary brick selection as Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent with a dark red color and charcoal variations.
- All garage doors shall be carriage type.
- The rear façade of a Stick shall have 25% of the vertically stacked two unit bays with bay window or a similarly sized projection. Non-bay rear windows will have a cornice style crossheader or peaked cap pediment. Trellises, which may be constructed of pvc or painted wood, shall be provided over the deck for each top unit.
- Electric and gas meters and ground level air conditioning equipment shall be either placed in the rear yard of the building or a side yard. Any of these elements placed in a side yard will be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the adjacent building.
- There shall be no unpainted wood on any portion of a building, including building decks (i.e. no exposed pressure treated wood).

- End units will have a minimum of one floor of masonry or stone (with complementary painted fiber cement horizontal siding on the balance of the façade), a decorative louver in the gable, and a minimum of six windows. In addition, those end units labeled as High Visibility Elevation on the Concept Development Plan (Sheet 5) shall have at least three floors of masonry and/or stone, with complementary painted fiber cement horizontal siding on the balance of the façade.
- Sloped roofs will be composed of asphalt shingles or standing seam metal. For the asphalt shingles, the Applicant will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent. Standing seam metal roofs with shall be a muted color.
- Shown on Sheet SD.4 of the Concept Plan are illustrative elevations of multi-family/2 over 2 buildings which meet the requirements herein.

***Townhouses - Land Bay 1:***

- All façades shall have a combination of at least two building materials which may include masonry or stone veneer or fiber-cement horizontal siding. The building front façade must be 50% masonry and/or stone veneer. The building rear façade shall have at least a 24" masonry or stone veneer water table. Vinyl siding shall not be permitted.
- Each Stick may range in height from 3 to 4 stories and 50% of the dwelling units in a Stick shall contain each of the following: a bay window (or similarly sized projection), a roof enhancement (two decorative dormers or a reverse gable), standing seam metal roof over the front door and a stoop with black metal hand rails.
- Paint colors shall follow a colonial color palate. At least three variations of the same color of masonry and siding shall be used for the front and rear of each Stick. The Applicant shall endeavor to specify as the primary brick selection as Glen-Gery Brick, Harbor View Classic Series, Potomac (<http://glengery.com/brick-products/view-brick-products/item/262-potomac>) or equivalent with a dark red color and charcoal variations.
- All garage doors shall be carriage type. An illustrative example is shown on Page SD.5 of the Concept Plan.
- Rear doors will have either a cornice style crossheader or peaked cap pediment.
- Electric and gas meters and ground level air conditioning equipment shall be either placed in the rear yard of the building or a side yard. Any of these elements placed

- in a side yard will be screened from public view with vegetative plantings, lattice, wall and/or fence made of materials compatible with those of the adjacent building.
- There shall be no unpainted wood on any portion of a building, including building decks (i.e. no exposed pressure treated wood).
  - End units will have a minimum of a 24" water table made of masonry or stone (with complementary painted fiber cement horizontal siding on the balance of the façade), a decorative louver in the gable, and a minimum of six windows. In addition, those end units labeled as High Visibility Elevation on the Concept Development Plan (Sheet 5) shall have at least three floors of masonry and/or stone (with complementary painted fiber cement horizontal siding on the balance of the façade) and one bay window or similarly sized projection.
  - Sloped roofs will be composed of asphalt shingles or standing seam metal. For the asphalt shingles, the Applicant will specify TAMKO, Heritage, Virginia Slate (<https://www.tamko.com/ShingleColors/HeritagePremiumMap/HeritagePremium-Frederick>) or equivalent. Standing seam metal roofs with shall be a muted color.
  - Townhouse units 1-32 will be constructed using double pain windows with a minimum STC rating of 25 or OITC Rating of 22.
  - Shown on Sheet SD.5 of the Concept Plan are illustrative elevations of townhouse buildings which meet the requirements herein.