



Date of Council Meeting: October 21, 2013

**TOWN OF LEESBURG  
TOWN COUNCIL WORK SESSION**

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

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

**Recommendation:** Approval of Resolution

**Issue:** Does Council wish to send a Resolution to the Loudoun County Board of Supervisors public hearing for the Crosstrail rezoning/special exception applications?

**Fiscal Analysis:** The fiscal impact of this proposed development on Town has not been determined

**Background:**

The subject applications are in the Leesburg Joint Land Management Area. To date, staff has sent two referral letters to the county staff on these applications on April 11 and July 10, 2013. The Town Council voted to endorse the comments in each of these letters before they were forwarded to the county. As directed by Council, the latest referral letter, dated July 10, 2013, was accompanied by a letter from the Mayor summarizing the concerns with the applications (Attachment 1).

On October 1, 2013, the Loudoun County Planning Commission voted to forward the Crosstrail applications to the Board of Supervisors with a recommendation of approval subject to the proffers and findings. Included with this staff memo are the motion and finding, the proffers dated September 11, 2013, and conditions for SPEX 2012-0047 (for the hotel) (Attachment 2).

**Issues:** The issues raised by the Town and identified in last referral letter dated July 10, 2013 are summarized below:

- Land use – the proposed retail zoning is not consistent with the Town Plan designation for employment (office and light industrial). The proposal introduces a considerable amount of retail use which was not contemplated for this area of the Leesburg JLMA. Staff had questioned whether the retail that is proposed with this application could be phased with the light industrial and office uses proposed on the rest of the Crosstrail property in order to get a mix of uses as opposed to a strictly retail project. The applicant has not agreed to phase the retail with other uses on the Crosstrail property. Additionally, staff notes that one of the findings made by the County Planning Commission states that “Retail development as proposed will have negligible impacts on

existing and approved retail businesses and properties in and around the Town of Leesburg”. Staff is unclear how the County Planning Commission came to this conclusion. In preparation for Council’s October 21 work session, staff will re-check the fiscal information that was provided with the application and check with County staff on the discussion of this point. Airport lighting – staff raised concerns about the lighting proposed on the property and whether it would create glare that would adversely affect air traffic. The proffers submitted with the third submission addressed staff’s concerns.

- Utilities – The applicant proposes to serve the development with Town utilities. Sewer services will rely on a temporary pump station. Town staff has not been supportive of this service delivery system. The applicant had submitted a draft utility service agreement to the town. This agreement was provided to Town Council in the September 23-24 packet. To date, staff has not found the agreement acceptable. Staff recommends that Council discuss the utility agreement vis a vis the application at the work session on October 21. Specifically, does Council want the utility agreement be resolved and finalized before a recommendation is provided to the County on the rezoning/special exception applications?

Additionally, staff notes that the conditions for the hotel include language recommended by Town staff for utility provision. However, the proffers do not contain this same language. Staff is not clear why this is so but will find out and report to Council at the work session.

- Infrastructure Improvements – Regarding proposed transportation improvements staff raised concerns that the phasing should be done to minimize disruption at Battlefield/Hawling Farm Boulevard and about maintaining an acceptable level of service. Town staff is currently reviewing the proffers to see if all concerns about phasing and LOS have been addressed. Staff will report to Council at the meeting regarding this issue. Staff also raised concerns about the lack of detail provided with the application regarding stormwater management. The applicant has not provided further information on this.

**Incorporation of Crosstrail:** When asking Council for endorsement of the April 11 and July 10 comment letters, staff noted that the referral comment letters did *not* mention incorporation of the property. Council approved Resolution 2005-102 on June 14, 2005 which stated Council’s desire to incorporate the Crosstrail property and the resolution also sought agreement by Loudoun County for such incorporation by boundary line adjustment. Staff seeks direction from Council on whether to include a statement seeking a BLA for Crosstrail with the attached draft Resolution.

**Questions for discussion at work session:**

Staff suggests the following discussion items for the work session:

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

The attached resolution is a draft and will be revised for the October 22 meeting per the direction given at the work session.

Attachments:

1. July 10, 2013 referral and Letter from Mayor Umstattd
2. County Planning Commission motion and findings, applicant proffers dated September 11, 2013, and conditions for hotel
3. Draft Resolution



July 10, 2013

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

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

Dear Mr. Iwanczuk:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

#### Parks and Recreation

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

#### Utilities

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Concept Plan:

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

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

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

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

**Proffer Statement Issues:**

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

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

Sincerely,



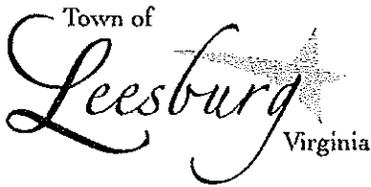
Susan Berry Hill, AICP

Attachment:

- 1) Future waterline stub

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

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



Kristen C. Umstatt  
*Mayor*

David S. Butler  
*Vice Mayor*

*Council Members*

Kevin D. Wright      Thomas S. Dunn, II  
Katie Sheldon Hammler      Kelly Burk  
Fernando "Marty" Martinez

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July 11, 2013

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

RE: 2<sup>nd</sup> Submission Referral Requests for the Crosstrail Rezoning and Special Exception Applications

Dear Loudoun County Planning Commission:

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

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

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

Letter to Loudoun County Planning Commission

July 11, 2013

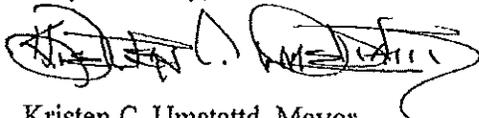
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We are also concerned about the phasing of transportation improvements and whether adequate levels of transportation service can be maintained, particularly at the intersection of Battlefield Parkway and Hawling Farm Boulevard. Additionally, the construction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

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

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

Very Sincerely,

A handwritten signature in black ink, appearing to read "Kristen C. Umstatt", is written over a circular stamp. The signature is somewhat stylized and overlaps the stamp.

Kristen C. Umstatt, Mayor

THANK YOU!

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

## **ZMAP 2012-0021, CROSSTRAIL COMMERCIAL CENTER, SUGGESTED MOTIONS**

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

# **CROSSTRAIL COMMERCIAL CENTER**

*ZMAP 2012-0021*

*ZMOD 2013-0002*

## **PROFFER STATEMENT**

*September 11, 2013*

**Crosstrail Commercial Center**

ZMAP 2012-0021

ZMOD 2013-0002

**PROFFER STATEMENT**

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**E x h i b i t s**

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

# Crosstrail Commercial Center

ZMAP 2012-0021

ZMOD 2013-0002

## PROFFER STATEMENT

*September 11, 2013*

### PREAMBLE

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

### I. CONCEPT DEVELOPMENT PLAN

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## II. TRANSPORTATION

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

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

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

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

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

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

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

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

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

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

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

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

**III. PUBLIC WATER AND SANITARY SEWER**

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

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

#### IV. EMERGENCY SERVICES

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

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

#### V. COMMERCIAL OWNERS' ASSOCIATIONS

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

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

#### **VI. NOISE STUDY**

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

#### **VII. LEESBURG EXECUTIVE AIRPORT**

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

#### **VIII. EXISTING WELLS AND DRAINFIELDS**

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

#### **IX. STORMWATER MANAGEMENT**

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

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**X. BINDING EFFECTS**

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

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LEESBURG COMMERCIAL LC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COMMONWEALTH OF VIRGINIA  
CITY/COUNTY OF \_\_\_\_\_, to-wit:

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

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

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

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

LEESBURG AIRPORT ASSOCIATES, L.C.

By: MVP Management LLC, Manager

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF \_\_\_\_\_, to-wit:

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

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

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

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

## CONDITIONS OF APPROVAL

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

Staff recommends the following Conditions of Approval:

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

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

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

[Type text]

RESOLUTION NO. \_\_\_\_\_

PRESENTED October 22, 2013  
ADOPTED \_\_\_\_\_

A RESOLUTION: RECOMMENDATION OF DENIAL FOR ZMAP 2012-0021, CROSSTRAIL COMMERCIAL CENTER; SPEX 2012-0047, HOTEL; SPEX 2012-0048, GAS PUMPS AND SPEX 2012-0049, OUTDOOR SALES

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

WHEREAS, staff raised a number of concerns which were included these referrals and endorsed by Town Council, and which remain largely unaddressed by the applicant's most recent resubmission that was reviewed by the County Planning Commission on October 1, 2013; and

WHEREAS, the application proposes to serve the property using Town water and sewer utilities; and

WHEREAS, an agreement detailing how these utility systems are to be provided has not been finalized between the Town and the applicant and Town Council \_\_\_\_\_; and

WHEREAS, the Town Council has indicated by a previous resolution (Resolution 2005-102) its intent to pursue incorporation of this property through a boundary line adjustment and as such, the Town Council is of the position that \_\_\_\_\_; and

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Council of the Town of Leesburg in Virginia to recommend that the Loudoun County Board of Supervisors deny the Crosstrail rezoning and special exception applications.

A RESOLUTION: RECOMMENDATION OF DENIAL FOR ZMAP 2012-0021,  
CROSSTRAIL COMMERCIAL CENTER; SPEX 2012-0047, HOTEL;  
SPEX 2012-0048, GAS PUMPS AND SSPEX 2012-0039, OUTDOOR  
SALES

PASSED this 22<sup>nd</sup> day of October, 2013.

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Kristen C. Umstattd, Mayor  
Town of Leesburg

ATTEST:

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Clerk of Council