

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

Pursuant to Sections 15.2-1427, 15.2-2204, 15.2-2205 and 15.2-2285 of the Code of Virginia, 1950, as amended, the **Leesburg Town Council** will hold a public hearing on **Tuesday, October 22, 2013 at 7:30 p.m.**, in the Town Council Chambers, 25 West Market Street, Leesburg, Virginia, 20176 to consider Rezoning and Concept Plan Proffer Amendment Application TLZM-2012-0003, Crescent Place, a request by Applicants Leesburg Acquisition Partners LLC, and AT&T Corp., to rezone a 5,227 square foot parcel and amend the **TLZM 2005-0001 Harrison Park**, Concept Plan and Proffers as described below:

**Rezoning:**

1. Rezone a 5,227 Parcel, with MCPI #231-19-2572, from the CD-RH (Crescent Design-Residential High) District to PRN (Planned Residential Neighborhood); and
2. Permit a future 2,300 square foot expansion of the existing utility building; and
3. Create separate and unique proffers applicable to this property

**Concept Plan and Proffer Amendment:**

1. Revise the residential density from 332 units to 226 units; and
2. Revise the commercial density from 33,600 square feet of office and 43,694 square feet of retail to 16,000 square feet of commercial use; and
3. Revise the concept plan layout; and
4. Revise the Land Use Calculations, Parking Tabulations, Development Tabulations, and General Notes; and
5. Create Design Guidelines for urban design elements and architectural treatments to buildings; and
6. Revise proffers to reflect the changes in permissible uses and density, related design elements, public improvements, and proffer guidelines.

**The Applicants have requested the following zoning modifications:**

1. TLZO Section 8.3.2 regarding reduced lot area, lot width and average lot size
2. TLZO Section 11.3 regarding the location of residential parking spaces and the reduction in the amount of required commercial parking spaces
3. TLZO Section 11.9 regarding the reduction of loading spaces
4. TLZO Section 12.3.1.E regarding the reduction in the amount of canopy coverage for each platted lot
5. TLZO Section 12.8.5.C regarding reduced buffer-yard widths
6. TLZO Section 12.8.6.D regarding reduced screening material amount and design
7. TLZO Section 14.2.1.B regarding a reduced setback for the Creek Valley Buffer

The properties are identified by Loudoun County Property Identification Numbers (PIN) 1231-19-0774, 231-19-3353, 231-19-044, 231-19-6022, and 231-19-2572 which encompasses 11.77 acres within the Town of Leesburg. The property is zoned PRN (Planned Residential Neighborhood) and CD-RH (Crescent Design-Residential High). The properties are identified as Downtown on the *Town Plan's* Land Use Policy Map and are located within the Crescent District Master Plan. The Town Plan recommends medium to high residential densities. The amendments to the proffers reflect a residential density of 19.4 units per the acre and an FAR of 0.03, or 16,000 square feet.

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

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

**Ad to run:**

**10/10/13**

**10/17/13**



**Date of Council Meeting: October 22, 2013**

**TOWN OF LEESBURG  
TOWN COUNCIL PUBLIC HEARING STAFF REPORT**

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

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

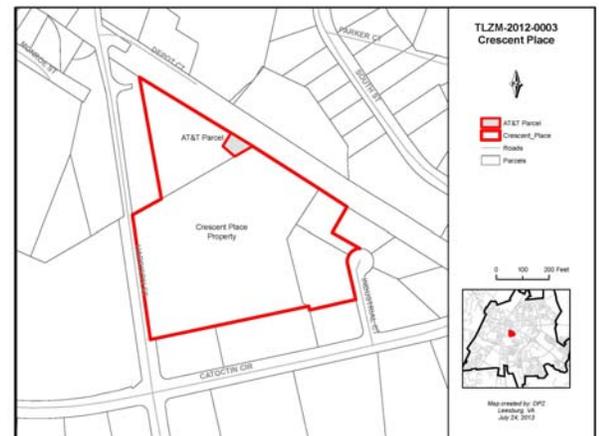
**RECOMMENDATION:** Staff recommends Approval of the proposed rezoning concept plan and proffer amendment, with concerns noted in this staff report.

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

**FISCAL ANALYSIS:** Approval of this application will generate revenue to the Town through additional Business, Professional and Occupational Licenses (BPOL) from the 16,000 square feet of commercial and real estate taxes will be generated by the 226 new dwelling units.

**BACKGROUND:** The application includes four parcels owned by two separate entities combined into a single request. The subject properties are generally located in the northeast quadrant of Harrison Street and Catoctin Circle, and bound to the north by the WO&D Trail and to the south by Harrison Street (see Figure 1, Location).

**Harrison Park Property:** Leesburg Acquisition Partners, LLC proposes to amend the Concept Plan and proffers of the previously approved Harrison Park rezoning (three parcels zoned PRN, Planned Residential Neighborhood totaling 11.65 acres) to achieve an overall decrease in both residential and nonresidential uses. The proposal is 226 residential units and 16,000 square feet of commercial uses. The design of the project places live-work units (ground floor nonresidential with residential condominiums above) and stacked townhouses (one unit above the other) close to or fronting on Harrison Street. Interior to the site is a commercial parking lot located behind the live-work



**Figure 1, Property Location**

units, an AT&T switching station, and a grid of townhouses and stacked townhouses. Interrupting the property's direct frontage on Harrison Street is a Town-owned parking lot. As part of this application, the Applicant proposes to rehabilitate the parking facility to include a new surface, curb and gutter, sidewalk, street trees and 15 additional spaces. The spaces will remain and be available to the public but will also provide parking for customers of the ground-floor commercial uses.

**AT&T Parcel:** AT&T Communications of Virginia, Inc. joined the application to rezone a 5,227 square foot or 0.12 acre parcel (the "AT&T Property") which is developed as a utility switching station (see Figure 2). The previous owner of the Barber & Ross property and AT&T entered into a private agreement, before the Harrison Park rezoning, whereupon AT&T could purchase additional property to expand the existing utility building. Since the time the private agreement was executed, the AT&T Property has been comprehensively rezoned from B-2 to CD-RH (Crescent District-Residential High density), which does not allow a "Public Utility-Major" use as a permitted use. Therefore the AT&T Property is a legally nonconforming use and cannot expand the footprint of the existing building. AT&T desires to expand the utility facility in the future and this request to rezone the property to the PRN district will legally permit the future expansion of the utility building.



*Figure 2, AT&T Parcel*

**APPLICATION REVIEW TIMEFRAME:** The following is a table that outlines the review of the application.

Pre-Application Meeting	September 4, 2012
Application Submission	November 6, 2012
Application Acceptance	November 26, 2012
1 <sup>st</sup> Review Comment Letter	January 15, 2013
Application Resubmission	March 27, 2013
2 <sup>nd</sup> Review Comment Letter	May 15, 2013
Final Submission	June 18, 2013
Planning Commission Hearing	August 1, 2013
Planning Commission Hearing and work session	September 5, 2013
Planning Commission Update	September 19, 2013
Planning Commission Hearing and work session	October 3, 2013

**PLANNING COMMISSION PUBLIC HEARING AND RECOMMENDATION:** The initial Planning Commission meeting was held on August 1, 2013. At that hearing, two members of the public provided comments regarding the proposed amendments to the concept plan and proffers. The comments generally centered on the following topics:

- Compliance with the Crescent Design District Master Plan
- Amount of commercial square footage
- Types of proposed dwelling units
- Amount and type of requested modifications, including buffer-yards and parking
- Overall Design

The Planning Commission stressed its concerns regarding the nature and volume of comments contained in the staff report.

The Public Hearing was continued to September 5, 2013. A matrix of issues was provided to the Applicant and Planning Commission and was used as a work session agenda. Two members of the public spoke in support of the application. Several verbal commitments were made by the Applicant to resolve issues. It was agreed that revised plans would be submitted and that the Planning Commission would be provided a verbal update by staff on September 19<sup>th</sup>.

Revised plans were delivered to Staff on September 18<sup>th</sup>. The revised plans addressed the commitments made by the Applicant at the September 5<sup>th</sup> work session, however, many policy related issues remained unaddressed, such as proper justification of the modifications and the general design of the project.

The October 3, 2013 Planning Commission Hearing concluded in a recommendation. The Commission recommended approval with a 6-0-1 vote (1 commissioner was absent). The recommendation specified recommended changes to the concept plan and proffers which included:

- Lead-walks will be constructed with brick
- Proffer 10.1 will be revise language regarding interior noise attenuation
- Proffer 10.3 will be revised to include both Buildings C and I
- The Promenade will be revised to include at least one (1) seating area bump-out in front of buildings A and B
- The Promenade, at the time of site plan, shall include at least two different pavement patterns in the walkway
- The separation between Buildings K-J, M-N, and O-P shall be a minimum of 10-feet
- The dumpster enclosure to be relocated adjacent to the AT&T property
- Security level lighting shall be provided in alley-ways via under-deck lighting on timers. The POA shall be given authority to repair/replace these lights.
- Proffers shall be amended to prohibit any restricted access, including gates.
- The landscape area located between the driveways of the live-work and 2-over-2 units shall be revised to be similar in design as the landscape area behind the live-work units at Landsdowne. (a photo was used to illustrate)
- Address items 8-18 of Appendix E of the October 3, 2013 Planning Commission Staff report

The recommendation included statements that commissioners were not enthusiastic with the resulting design and justification of requested modifications.

Planning commissioners expressed dissatisfaction with the following topics:

- Implementation of the Crescent Design District Master Plan
- The desire for additional commercial density
- Inclusion of a better mix of dwelling unit types
- Lack of well-designed and integrated amenity areas which enhance the proposed development
- Amount and type of requested modifications, including buffer-yards and parking
- Overall Design

**STAFF ANALYSIS:** Staff analysis primarily consists of the review of the implementation of Town Plan goals and objectives and compliance with zoning ordinance requirements.

**Town Plan-Land Use:** The property lies within the Crescent District Master Plan (CDMP). While the Crescent Design District (CDD) zoning regulations do not apply, implementation of the CDMP should be achieved. CDMP designated land use for the property indicates that:

- A mix of uses (residential and commercial) should be located along Harrison Street
- High density residential should be located on the remainder of the property.

In implementation of land use goals/objectives, the Applicant's proposal:

- Only provides forty percent (40%) of the area designated for mixed use as actual mixed use along Harrison Street.
- Proposed on-site residential density is 19 units per acre, well below the 24 units per acre allowed by rezoning in the CDD, and well below the density of the Harrison Park plan (28 du/ac).

Staff continues to recommend that a greater percentage of mixed use be provided along Harrison Street in accordance with the Land Use Policy Map. Applicant has responded "Although the proposed mix does not match exactly the percentages in the Plan, the applicant is proposing a mix that will work in the marketplace. This factor is critical since redevelopment in the near term is critical to kick starting implementation of the Crescent District Plans" (Response Letter dated June 14, 2013). Staff is not persuaded that disregarding the plan mix on this site will lead to greater adherence to the Plan on other sites in the Crescent District. Nor is the claim that the current market supports townhouses and 2 over 2 units as justification for eliminating ground-floor commercial along Harrison Street. The Applicant's justification that it is not possible to develop the property under the Town Plan land use classification with the current economy, if accepted, makes it difficult to retain many of the CDMP policies, and this same claim can be made for other properties within the Crescent District.

Town Plan-Open Space: Land Use Objective 3 (p. 11-11) states that:

*“Useable outdoor spaces for people to congregate should be incorporated into land use planning. Outdoor amenities such as small plazas or green areas; landscape or sculpture gardens; street benches; or other such amenities should be included in land use proposals. The size and type of outdoor open space amenity should be commensurate with the size of the redevelopment proposal.”*

In this case the proposal includes only three usable outdoor greens or plazas totaling less than  $\frac{3}{4}$  acre out of 11.65 acres, or less than 7% of the site for 226 dwelling units. The size and type of the amenities are magnified in importance here because the dwellings do not have yards or lawns, and no indoor amenities such as a club house or POA facility are proposed by Applicant. Staff believes the proposed outdoor open space amenities fail to meet the vision of the CDMP and set an unpromising precedent for future rezoning applications.

Town Plan-Summary: When examining implementation of Town Plan goals and objectives, Staff makes a comprehensive assessment, weighing those goals and objectives that have been met and those that have not been, or are only partially, fulfilled. In this case, Staff believes the Applicant has not made a convincing argument that goals and objectives have been fully implemented to the extent possible; however, if some of the issues discussed below are implemented by this application, Staff believes a case for adequate compliance with the Town Plan is possible.

Zoning-Site Design: Staff notes remaining concerns regarding site design, which include: the AT&T utility building, on-site open space, coordination of utilities, and the requested modifications.

Harrison Street-Street Section: During the review of the application and at the Planning Commission Hearing an issue regarding a modified street section for Harrison Street was discussed. A typical street section has sidewalk on both sides of the street. In this case, Harrison Street lies within flood plain where unnecessary fill should be avoided. Strategies to provide the necessary pedestrian linkage adjacent to Raflo Park had not been fully explored. A meeting with the Applicant after the Planning Commission public hearing has provided two alternatives which resolve safety concerns. The Applicant will be proffering to demonstrate best efforts in acquiring the necessary off-site easements for construction of the pedestrian connection, with condemnation (paid for by the Applicant) as a means of last resort. Alternatively, there is an engineering solution that will provide the necessary safety measures to construct the sidewalk.

Modifications: The Applicant is requesting eight (8) zoning modifications and eight specific (8) buffer-yard modifications. TLZO Section 8.2.2.E Zoning Modifications authorizes Town Council to waive zoning standards, but states *“No modifications shall be permitted which affect uses, density, or floor area ratio of the district. 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. No modification will be granted for the primary purpose of achieving the maximum density on a site.”*(emphasis added)

In general, Staff believes that urban-style projects should be characterized by reduced buffer yards, when circumstances (such as design, location, alternatives provided) make the reduction appropriate. Also, other standard provisions could be modified when necessary to achieve an urban-style project. This can require, as in this case, multiple modification requests to otherwise applicable standards. Staff is not concerned about the total number of modification requests but rather by how these modifications, taken together, achieve a well-designed, well integrated urban infill project as envisioned by the Town Plan and the Crescent District Master Plan. Modifications should not be requested simply for the purpose of maximizing density on a site but to achieve the innovative urban design expected of a PRN in the Crescent District. In many cases Staff does not believe that the alternatives provided justify the modification requested.

The requested modifications that been given adequate justification and a recommendation of approval include:

- A reduction of the minimum lot area/average lot area
- A reduction of the minimum lot width
- On-lot Canopy Tree Requirement
- Creek Valley Buffer Setback

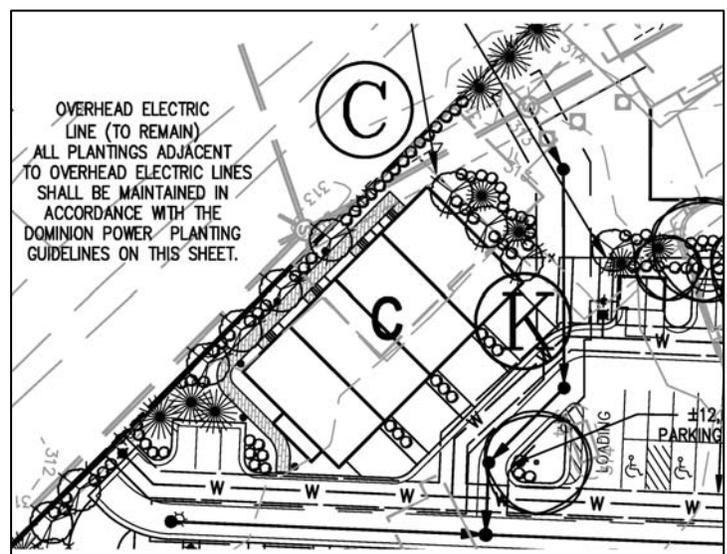
The requested modifications that have been given questionable justification and are approvable include:

- The calculation of residential parking spaces
- Buffer-yard reductions for buffer-yards A-B, C-D, D-E, E-F, G-H, H-J

The requested modifications that have not provided sufficient justification and which Staff does not recommend approval for include:

- Reduction of the number of required commercial parking spaces
- Buffer-yards B-C and D-L: adjacent to the W&OD Trail and the AT&T site

Buffer-Yard B-C: The proposed buffer is in places as little as 5' (not 15' as the Modification request states) which does not provide adequate room for the ultimate mature growth of the proposed planting material. The general orientation and location of Building C and utility conflicts do not provide sufficient room to create an adequate landscaping screen. Put into context, there are no other locations within the corporate limits of the Town, where residential dwellings "front" the trail. Additionally, the proposed three-foot (3') tall ornamental fence is not sufficient to make up the difference in required width or plant material. The result is that the proposed

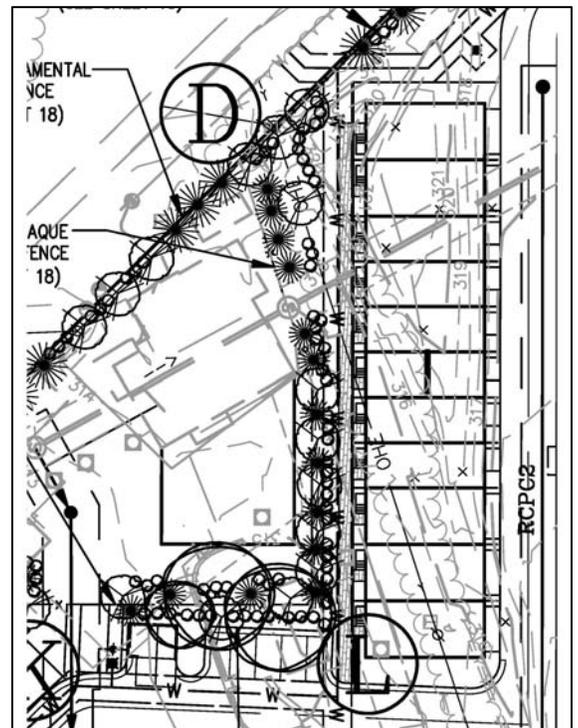


buffer-yard does not incorporate architecture and landscaping to meet the intent of the required buffer-yard. Staff's recommended revision can be found in Section VII of this Staff Report.

D-L, Adjacent to AT&T: It is the opinion of Staff that the placement of residential dwelling units to within 35 feet of a utility facility that requires noise attenuation does not meet the standards required for approval of a PD District. Regardless of the decibel achieved with attenuation, one can speculate that noise could be a concern for future home owners. This potential issue is one where Staff is not comfortable creating a condition which could preclude the reasonable use and expectation of a residential property owner.

Required buffering and screening are requested to be modified in an effort to maximize a suburban style dwelling unit density. The required buffer-yard of a utility use adjacent to a residential use is 75 feet. The provided buffer-yard is only five feet in width and not suitable for the three components of the required screening material: shrubs, evergreen trees and canopy trees.

The Applicant is requesting significant reductions in buffer-yards to maximize the yield of a suburban styled development pattern. The buffer-yard surrounding this public utility building is reduced from 75-feet to 5-feet, with the closest residential buildings located 20-feet from the property line. The utility building generates a noise that must be attenuated. The Applicant has proffered and must satisfy TLZO requirements for noise. While noise attenuation can be achieved, the proximity of the dwelling unit and the noise that will still be generated is not appropriate in the environment created by this development, in the opinion of Staff. The buffer



is needed to help allow the noise to dissipate and minimize the impact on surrounding residents. Absent an opportunity to allow the noise to disperse, the close proximity of Building I to the AT&T building will create a negative acoustical effect by echoing the noise. In addition, the units will face giant louvers screening the cooling apparatus of the utility. A buffer providing additional space for plants to grow will better screen the utility building from the proposed residences.

Buffer-yards are required on each abutting property. As designed, the AT&T Property is unable to provide width suitable for the planting of a functional buffer. Due to its existing use and prior BZA approval for setback variance, Staff can accept and recommend approval of the buffer-yard modifications for the AT&T property.

On the Crescent Place side of the property boundary, the proximity of the units, a sidewalk and a waterline with necessary easements limit the resulting buffer-yard to five-feet. Five feet is

inadequate even for the smallest sized planting material found in TLZO Sec.12.9.6. Given normal growth patterns of the planting material shown on the plan, this spacing is insufficient to expect the mature growth of the proposed plant material.

Based on the concerns stated throughout this report Staff does not support the modification of this buffer-yard. The site design in this area must be revised to provide an appropriately designed buffer-yard with screening material to mitigate the impacts on the units proposed within as little as 25 feet of the utility use.

Minimum Commercial Parking Spaces: The Applicant proposes a modification of the minimum amount of required commercial parking spaces. A total of 16,000 square feet of nonresidential uses with more than three (3) tenant spaces meets the definition of a shopping center, which requires 74 spaces calculated as follows:

1 space per 200 s.f. for the 1 <sup>st</sup> 10,000 s.f.	50 spaces
4 spaces per 1,000 s.f. thereafter	<u>24 spaces</u>
	74 spaces required

The Applicant proposes 33 spaces on-site. The spaces are located directly behind the commercial buildings. The pedestrian path linking the parking area to the fronts of the units is located in a narrow passage between buildings. In addition, the Applicant has proffered to improve the Town parking lot in front of these units and add an additional 15 parking spaces. Therefore, Applicant is constructing a total of 48 new parking spaces instead of 74, so the requested modification is a 35% reduction in the number of required spaces overall, and a 55% reduction in the on-site spaces.

Staff notes that directly adjacent to the site is a Town-owned public parking lot with 52 spaces. The Town is obligated, through a proffer agreement with the County, to potentially provide 50 spaces for courthouse use if certain conditions are met.

The Applicant justifies the reduced commercial parking based on following:

- The compact development form reduces the need to provide the maximum number of spaces for each use.
- Infill developments promote a lifestyle and expectations from suburban development regarding a balance of auto use and pedestrian use, which reduces parking needs.
- Bus service is provided along Harrison Street
- On-street parking on Harrison Street and within the development will be available.
- Applicant proposes to reconstruct and expand the existing Town owned parking facility along Harrison Street.

Staff agrees with the Applicant's statement that on-street parking is a highly visible characteristic of an urban setting and provides alternative parking opportunities. However, this request is precedent setting in that an applicant is asking for a reduction in required commercial parking without a study or other information demonstrating that the reduction is justified based on the characteristics of the uses competing for (sharing) the subject spaces. Staff notes the following:

- The location of the commercial uses along a heavily traveled roadway will generate passerby parking needs.
- Funding for bus service is an at risk budgetary consideration and should not be used as justification for reduced commercial parking purposes
- Per the Applicant's parking exhibit, not included within the Concept Plan set of plans, interior streets are designated as residential parking. Staff notes in conjunction with the commercial parking reduction, the location of residential visitor parking spaces evenly distributed throughout the site has been a concern. If interior on-street parking is used for commercial uses, they will not be available for residential use, either as required spaces or visitor spaces.
- **The location of the commercial uses adjacent to, and oriented toward, the Town lot implies a right and intent to use the lot for customers if for no other reason than there is no other parking readily available to the customers (besides the 33 spaces in back of the businesses). Given the fact that the parking lot, because it is *public parking*, cannot be specifically designated for commercial uses (unlike private commercial parking lots), Staff is unsure if conflicts with other uses will, over time, make it difficult for commercial customers to find a space here. That is, no study has been done and no information has been supplied by the Applicant regarding how this public lot can be shared with non-commercial users, or what the impact may be over time.**

At present, Staff does not have sufficient information to understand the impact of this modification request and recommends further discussion.

**Utility Coordination:** The Applicant has deferred to address BMP locations and utility coordination until site plan review. There is concern that additional space may be required for water quality and quantity control. The most likely impact is the loss of landscaping area to accommodate these facilities. Another potential impact is the physical location of utilities throughout the site, such as cable, electric, gas, and telephone lines or boxes, and that trying to fit them into this tight plan may require substantial changes to the layout. Utility conflicts are very likely due to the compact design proposed for this development. Staff is concerned that significant changes to the layout are likely do to the fact that ample space has not been provided for either the location of underground utilities or for proposed screening devices for meter boxes, transformers, or pedestals.

**Recommendation:** Staff recommends approval of the rezoning application and modifications, noting concerns regarding the buffer-yard modifications and commercial parking modifications.

### **Attachments**

1. Planning Commission Staff Report dated October 3, 2013
2. Applicant's Written Statement of Justification dated June 14, 2013
3. Applicant's draft proffers last revised October 8, 2013
4. Applicant's Concept Plan last revised October 7, 2013 prepared by Bowman Consulting
- 5.a Applicant's Design Guidelines October 2013, text
- 5.b Applicant's Design Guidelines October 2013, building elevations

6. Applicant's Modification Request
7. Matrix of Discussion Items



**Date of Planning Commission Meeting:** October 3, 2013

**TOWN OF LEESBURG  
PLANNING COMMISSION PUBLIC HEARING STAFF REPORT**

**Subject:** TLZM-2012-0003, Crescent Place, an application to (1) amend the TLZM 2005-0003 Harrison Park Concept Plans and Proffers, subject to several modifications; and (2) to rezone a parcel owned by AT&T from CD-RH District to PRN, subject to several modifications

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

**Recommendation-Concept Plan and Proffer Amendment/New Rezoning:** Staff recommends Approval of the Concept Plan and Proffer Amendment and Rezoning subject to recommended revisions to the concept plan and proffers noted in Sections VII and VIII of this report.

**Recommendation – Modifications:** There are 16 total modifications requested by the joint Applicants. The justifications for Staff's recommendations can be found in Section IV of this report. Staff makes the following recommendations regarding the modification requests:

1. **Reduced Lot Area, Lot Width and Average Lot Size:** (TLZO Sec. 8.3.2) Staff recommends approval
2. **Reduced Required Residential Parking Calculation:** (TLZO Sec. 11.3) Staff recommends approval
3. **Reduced Commercial Parking:** (TLZO Sec. 11.3) See pages 18-19 of this report.
4. **Alternate On-Lot Canopy Coverage:** (TLZO Sec. 12.3.1.E) Staff recommends approval of the modification
5. **Reduced Buffer-Yards:** (TLZO Sec 12.8.5.C & 12.8.6.D) Staff recommends approval of the buffer-yard modifications except Buffer-yard D-L. Staff recommends denial of buffer-yard D-L
6. **Reduced Creek Valley Buffer:** (TLZO Sec. 14.2.1.B) Staff recommends approval
7. **Extensions into Required Yards:** (TLZO Sec. 10.4.5.C.4 and Sec. 10.4.5.C.5) Staff recommends approval.

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**I. APPLICATION SUMMARY:** For an application summary, please refer to the August 1, 2013 Staff Report.

**II. PLANNING COMMISSION REVIEW SUMMARY:** This application has come before the Planning Commission at the following meetings:

- August 1, 2013 – Public hearing was held and the hearing was held open until the next meeting. At this meeting two members of the public spoke in opposition to the proposal, generally citing concern over proffer commitments and adequacy of proposed commercial space, open space and parking.
- September 5, 2013 – The public hearing was re-advertised for this meeting and a work session was held on the application. At this meeting one member of the public spoke in support of the proposal and three more sent emails indicating support. These citizens generally cited agreement with the redevelopment of an unused and nonconforming property, the urban nature of the proposal, and the economic stimulus to be generated by the proposal. Then Staff presented a matrix of major and minor issues. The Commissioners stated their concerns with the application and the Applicant responded regarding how those concerns would be addressed. The public hearing was held open to September 19, 2013. Revisions made by Applicant as a result of this meeting were provided to Staff on September 18, 2013.
- September 19, 2013 – An update on changes to the application was provided to the Planning Commission and two members of the public spoke in opposition to the application, generally citing concerns with the land use, transportation and environmental impacts and compliance with the Crescent District Master Plan. Staff noted that due to the short time frame no analysis of the revised application was possible at this meeting. Staff noted that commitments made by the Applicant at the August 15 work session appeared to be included in the revised plan set and proffers, and that Staff and Applicant still had several outstanding issues to be resolved. The Commissioners again stated their concerns with the application, and the public hearing was held open to October 3, 2013. Changes noted by Staff included the following:

Changes Made to the Concept Plan:

1. Revision to the Design Guidelines to include architectural building elevations
2. Additional architectural detail for the end-unit of Building L
3. Brick sidewalks throughout the development
4. Silva Cell Planting detail added for the street trees along Harrison Street
5. Amended soil panel to be used for on-site street trees
6. Inclusion of some canopy trees near and around the Central Plaza feature
7. Changes in horizontal alignment for the fence adjacent to the Middleburg Bank Property

Proffer Changes:

1. The Promenade will include a minimum of four benches and eight planters

2. Clarification that the dumpster area will include a compacting device and multiple day pick-up during the week
3. Clarification for the architectural treatment of the AT&T building
4. A conditioned commitment to construct a gazebo-like structure on Town owned property
5. Construction of a bus shelter of Town owned property

**III. Staff Analysis based on the September 18, 2013 Application Submission:** The analysis below contains specific details regarding how Staff believes the application can be made to better fit adopted Town Plan goals and existing Zoning Ordinance criteria. To make it easier to understand the issues, a summary entitled "Matrix of Major Issues" is provided (Attachment E). Where that matrix lists an issue discussed below, page references to this report are contained in the Matrix.

**A. Town Plan Compliance:** The Town of Leesburg Zoning Ordinance (TLZO) Sections 3.3.15 and 3.4.12 require an assessment of how the proposed application complies with the *Town Plan*. The following elements of the *Town Plan* are applicable given the Applicant's proposal.

On January 8, 2013, the Town Council adopted an amendment to the Town Plan that clarified how the goals of the CDMP can be achieved while expanding the area for such urban redevelopment. Council also adopted a new zoning district to implement the urban design and land use objectives of the Crescent District Master Plan. The requirements of the new zoning district do not apply directly to the proposed Concept Plan amendment because it is a proffered rezoning. However, the policies, goals and objectives of the Crescent District Master Plan as incorporated into the Town Plan do apply. With this understanding, Staff offers the following comments.

1. **General Comment.** On June 27, 2006 Town Council adopted the Crescent District Master Plan (CDMP). The intent of this plan was to "incorporate greater density into a collection of uses coupled with high quality pedestrian spaces" and have building architecture closely resemble the historic buildings located in the Old and Historic District. While the CDMP language recognizes the approved Harrison Park rezoning, comprehensive land use, design, and transportation goals for the new district do not exactly match the approved Concept Plan.
2. **Land Use – Mix of Uses.** The property is subject to the Crescent District Master Plan. The Crescent District Land Use Policy Map (Figure 1) designates two land uses on the property: Mixed Use along the frontage of Harrison Street and Residential uses for the interior of the property. The proposed density is approximately 19 dwelling units per acre (11.77 acres ÷ 226 units = 19.2). Note that the approved density on the site per Harrison Park proffers is approximately 28.5 dwelling units per acre. The application fits these designated land uses with the exception of the amount and location of

mixed use along the Harrison Street frontage. Where the Applicant owns property directly adjacent to Harrison Street, commercial use is not proposed. Instead, 2 over 2 townhouses are depicted. The reason for placing retail or office on Harrison Street is to extend the pattern of the traditional downtown as recommended in the Town Plan. Of the area on the Property designated for mixed use on the Land Use Policy Map, only forty percent (40%) is provided.

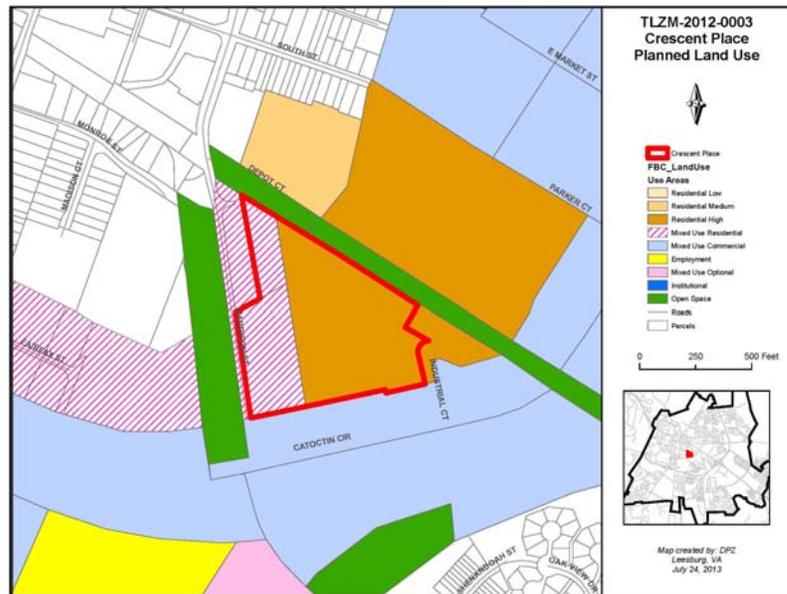


Figure 1. Planned Land Use

Staff recommends that a greater percentage of mixed use be provided along Harrison Street in accordance with the Land Use Policy Map. Applicant has responded “Although the proposed mix does not match exactly the percentages in the Plan, the applicant is proposing a mix that will work in the marketplace. This factor is critical since redevelopment in the near term is critical to kick starting implementation of the Crescent District Plans” (Response Letter dated June 14, 2013). Staff is not persuaded that disregarding the plan mix on this site will lead to greater adherence to the Plan on other sites in the Crescent District. Nor is the claim that the current market supports townhouses and 2 over 2 units as justification for eliminating ground-floor commercial along Harrison Street. The Applicant’s justification that it is not possible to develop the property under the Town Plan land use classification with the current economy, if accepted, makes it difficult to retain many of the CDMP policies, and this same claim can be made for other properties within the Crescent District.

**3. Land Use - Outdoor Spaces.** Land Use Objective 3 (p. 11-11) states that:

*“Useable outdoor spaces for people to congregate should be incorporated into land use planning. Outdoor amenities such as small plazas or green*

*areas; landscape or sculpture gardens; street benches; or other such amenities should be included in land use proposals. The size and type of outdoor open space amenity should be commensurate with the size of the redevelopment proposal.”*

In this case the proposal includes only three usable outdoor greens or plazas totaling less than  $\frac{3}{4}$  acre out of 11.65 acres, or less than 7% of the site for 226 dwelling units. The size and type of the amenities are magnified in importance here because the dwellings do not have yards or lawns, and no indoor amenities such as a club house or POA facility are proposed by Applicant. Staff believes the proposed outdoor open space amenities fail to meet the vision of the CDMP and set an unpromising precedent for future rezonings.

4. **Transportation.** The Crescent District Future Streets Policy Map (Figure 2) indicates a future public road through the site connecting Harrison Street to Industrial Court.

The intent of the CDMP is to create a grid of streets that will provide relief to traffic circulating through the Crescent District. The Applicant intends to satisfy the planned roadway with a private boulevard and connecting private streets, including two connections from the site to Industrial Court. While not a preferred solution, interconnectivity is provided. Given the residential nature of the interior of the development through which this road passes, and given the high unlikelihood of any vehicular crossing of the W&OD Trail, Staff agrees that a public road is not necessary or feasible in this location and that a private road will still provide a reasonable outlet for expected cross-through traffic.

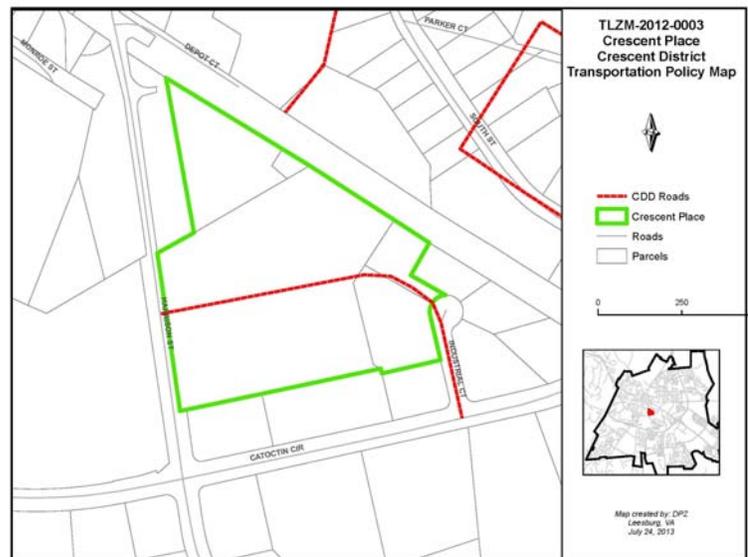


Figure 2. Future Streets Policy Map

**Town Plan Compliance Summary:** Staff notes that goals and objective of the Town Plan are meant as a guide as properties are developed within the Town. Many of the characteristics of this development have fully satisfied Town Plan goals and objectives (density, architectural control, redevelopment of underutilized infill land), while other characteristics do not appear to do so (usable open space, commercial/mix, site design). When examining implementation of Town Plan goals

and objectives, Staff makes a comprehensive assessment, weighing those goals and objectives that have been met and those that have not been, or are only partially, fulfilled. In this case, Staff believes the Applicant has not made a convincing argument that goals and objectives have been fully implemented to the extent possible; however, if some of the issues discussed below are implemented by this application, Staff believes a case for adequate compliance with the Town Plan is possible.

**B. Site Design, Major Issues:** Based on the work session discussion and the September 18, 2013 revisions to the concept plan, Staff believes there are still unresolved design issues. This section highlights key issues which impact the layout of the property and compliance with Town ordinances and regulations.

**1. AT&T Building.** Staff notes that the following concerns with the proposal:

- a. Noise Attenuation Inadequate:** New townhouse units would be constructed within 35 feet of, and almost directly facing, the existing cooling fan system. Staff is concerned that the high level of noise emitted from this system will directly impact the quality of life of residents living near the facility. The expanded area (Figure 3) would be 25 feet from townhouse units which would look directly at the facility. TLZO Sec. 8.2.2.F states that “*No PD Rezoning Plan shall be considered unless the Town Council . . . shall find that a proposed planned development . . . (d) Is compatible with the surrounding neighborhood. . . (e)Mitigates conflicts of use with adverse impacts on existing and planned development [and] . . . (j) Includes appropriate noise attenuation measures.*”

Staff notes that the AT&T facility was constructed when the adjacent uses were industrial or commercial

It is the opinion of Staff that the placement of residential dwelling units to within 35 feet of a utility facility that requires noise attenuation does not meet the above mentioned standards required for approval of a PD District. Regardless of the decibel achieved with attenuation, one can speculate that noise could be a concern for future home owners. This potential issue is one where Staff is not comfortable in creating a condition which could preclude the reasonable use and expectation of a residential property owner.



*recreation and other public facilities should be integrated with the organizational scheme of the neighborhood and town.”*

The application fails to provide the anticipated level of design and cites the existence of off-site open space as a reason for not providing it on-site. TLZO Sec. 8.4.8 Open Space Requirement for Infill PRN states that as little as 15% of the land area can be provided as public and common open space (instead of the usual PRN requirement of 25%). This built-in reduction recognizes that less on-site open space is appropriate in certain locations, such as on the subject property. However, the intention is that the open space that is provided should be more usable and appropriate to serve local residents. This application does not provide sufficient meaningful open-space which is well situated, includes unique design, and is equally distributed throughout the site. In this case, assuming the infill minimum, 1.76 acres of open space must be provided or 15% of 11.77 acres. As stated above, less than 7% of the site is devoted to usable open space (called “formal open space” on Sheet 16) for 226 residents that do not have yards and are therefore dependent on open space provided elsewhere (see Table 1 below).

<b>Table 1. Open Space Provided On-Site</b>	
<b>Proposed Open Space</b>	<b>Square footage - Function</b>
<b>True Open Space</b>	
Central Plaza/Green	0.3 Acres – passive and active play
Common Green	0.22 Acres – passive and active play
Boulevard Green	0.2 Acres – passive, landscaping amenity
Subtotal	0.72 Acres – passive and active open space
<b>Buffer-Yard-Landscape Area</b>	
Commercial Ends	0.2 Acres – reduced buffer
Middleburg Bank Buffer	0.38 Acres– reduced buffer
W&OD Buffer	0.18 Acres– reduced buffer
Linear Pocket Park	0.04 Acres– reduced buffer
Industrial Court	0.07 Acres– reduced buffer
Subtotal	0.87 Acres– reduced buffer

- b. Reduced Buffer Yards Amount to Half of Open Space:** Nearly half of the required open space is provided through narrow buffer-yards. In this particular case the required buffer-yards have been reduced to the extent that the resulting environment makes it challenging to place a well-designed screen (see Modification Requests in Section IV below). Most of the provided buffer-yards are approximately fifteen feet (15’) wide or less which makes it extremely difficult to provide any design other than a single-row-of-trees. Compounding this issue is the location of proposed underground utilities and the amount of proposed hardscape which will limit where buffers can be provided. The result is that the proposed buffer yards reduce minimum zoning requirements but do not function as a

complimentary design element for an urban planned community. Staff does believe that modifications to the standard buffer-yards are appropriate and necessary to achieve an urban design. However, the resulting widths and utility conflicts should be resolved to accommodate a well-designed screening scheme which complements both the proposed and existing development. Staff does not believe that the small strips of land provided make meaningful contributions to the design of the development, nor should they be interpreted to comprise the usable open space that is planned for this or any other infill project.

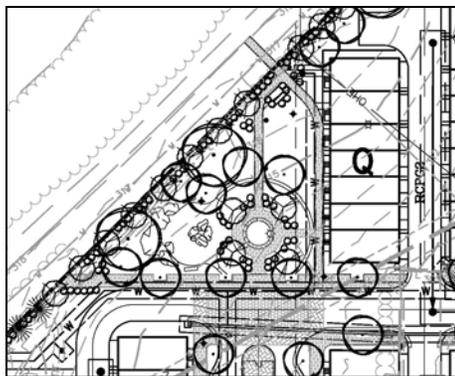


Figure 5. Central Plaza

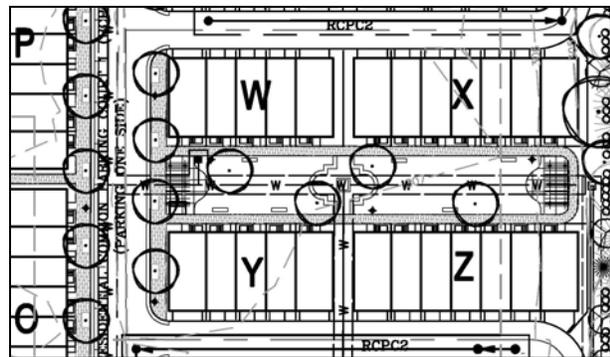


Figure 6. Common Green

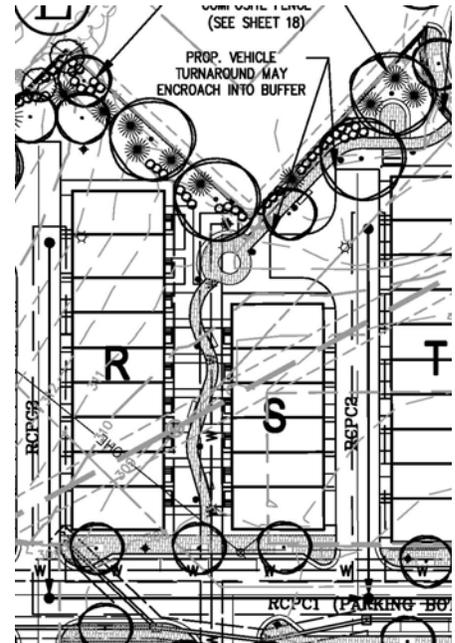
**c. Lack of Active Recreation on-site:** While acknowledging the proximity of the adjacent W&OD Trail and Raflo Park, there are only limited on-site opportunities for active recreation. On-site activities should be provided no matter which market segment the development attracts. This is particularly important here because none of the units have yards where outdoor activities could otherwise occur. This is similar to multi-family developments where yards are not provided. By comparison, in cases where developments containing townhouses exceed a net density of over 8 units per acre in non-PD Districts, TLZO Sec. 9.3.15 requires 250 sf of active recreation facilities per unit (the proposed density is 19.2 units per acre). That would be 66,500 square feet (1.53 acres) of active recreation. Staff cites two areas that principally function as “recreational” areas: a “Pocket Park”, the 30 foot-wide area located between buildings W-X and Y-Z; and the “Central Plaza”, the hardscaped area located at the end of the interior boulevard from Harrison Street.

**d. Linear Pocket Park Location and**

**Adequacy:** The Applicant has revised the open space plan to call the area between Buildings R and S a Linear Pocket Park. Staff makes the following observations:

- The distance between the Buildings S and R stoops is approximately 20 feet and the area functions as the walkway to the front of the buildings.
- There is no landscaping proposed within this area
- A water line is collocated in this area.
- The proposed “gathering area” is still located less than 20-feet from the closest units

It is the opinion of Staff that this area is insufficient to be labeled “open space” as intended for infill situations due to the characteristics listed above.



**Figure 7. Linear Pocket Park**

- e. Promenade Should Be Excluded as Proposed:** An area that should not be counted as open space is the Promenade. This area is located in front of the live-work units along Harrison Street and appears to be a fifteen-foot (15') wide brick walk. This area should not be credited towards the open space requirement as there are no unique design elements that meet the intention for “open space.” As designed, the promenade’s function is to provide access to the commercial units for customers and to makes up the difference in elevation from the Town’s parking facility to the commercial units.



**Figure 8. Promenade**

The proffered amenities consisting of four benches and eight planters do not provide a meaningful change of character or design element other than decorations on a commercial sidewalk. Using the same architectural treatment of the Lansdowne buildings, there is no relationship of the building to the adjacent green space other than proximity.



Figure 9. Promenade at a distance

Tables provide an opportunity for seating and gathering; however there is no relationship of the patio space to the green-space or to the building (see Figures 8 and 9). Staff does not find that the promenade meets the intent of the required on-site open space. Staff believes that the current proposal does not exhibit the superior design by way of usable open space intended for a planned development district or the Crescent District Master Plan

3. **Linkages:** Gaps between buildings are opportunities to provide meaningful linkages that are pedestrian scaled. Figure 10 depicts one such opportunity area. This sidewalk links the boulevard and the area identified as the common green. As designed, the gap between buildings is only 10 feet wide. Staff notes that adjacent buildings can be as tall as 50 feet; and due to the narrow

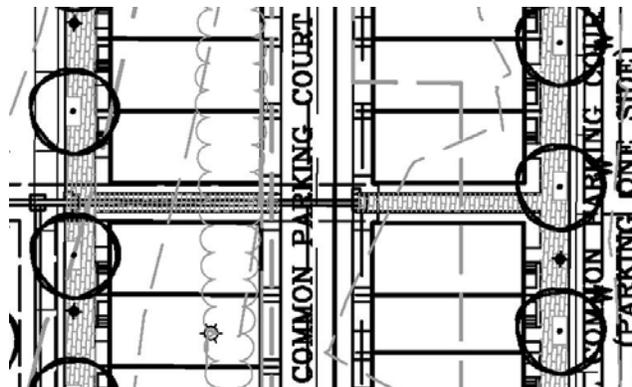


Figure 10. Open space Linkage

width there is little opportunity for lighting or landscaping. See Figure 11 for an illustrative example of the built condition. Staff recommends minor changes in the layout as illustrated in Section VII of this report.



Figure 11. As-built Condition

4. **Dumpster Location:** Although the Applicant has proffered to incorporate a compacting solid waste container, Staff is not certain this mitigation measure is adequate. The main access to the front doors of the adjacent residential units is still past the dumpster location (see Figure 12). Staff is also concerned that the potential odor from commercial solid waste, possibly including food waste, has not been successfully mitigated.

5. **Side-yard setback:** The PRN district permits the opportunity to create unique development standards. The Applicant has proposed an end-unit side yard setback of only one-foot when adjacent to a sidewalk. Applying this setback, buildings could be as close as 10 feet away from interior streets, and would prohibit the mature growth of street trees. Staff recommends that a typical 5-foot side yard setback be maintained to provide adequate separation of buildings from trees, maintain a pedestrian scaled streetscape, and provide utility corridors if necessary.

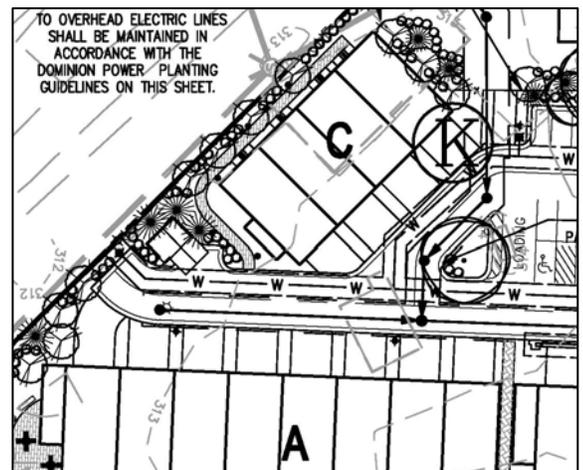


Figure 12. Dumpster Location

6. **Design Guidelines:** Staff has the following comments.

a. **End and High Visibility Lots:** High visibility lots are designated to have one of the following elements: Bump-out (not defined), balcony (not

depicted), or a bay window. In addition the side composition depicts a porch, but the porch is not included in the list of high visibility lot elements. These discrepancies should be corrected.

- b. Decks:** Page 14 of the Guidelines specifies that 100% of the units in a row must be constructed with a cantilevered deck. The building elevations, particularly the 2/2 units, do not reflect this design guideline requirement. This discrepancy should be corrected.
- c. Porches:** Page 18 of the Design Guidelines includes information regarding porches. Staff notes that the illustrative used on this page references two distinct building elements: porches and entry. While porches are described as having required elements, entries do not. Staff encourages the use of porches to provide the necessary detailing of high visibility lots.
- d. Utility Placement:** Language in this section regarding visibility of utility meters and like equipment states that the referenced equipment “must not be visible from the sidewalk, where possible.” Staff is concerned about the permissive nature of the language of this guideline which could result in no screening of such equipment.
- e. Stone Wall and Plantings:** Page 23 of the Design Guidelines states that the stone wall, the wall that creates the commercial promenade, will be softened by “trees and shrub plantings.” Staff notes that shrubs have not been depicted on any cross-section of the landscaping plan.
- f. Sidewalk Details:** Page 26 describes the installation methods for sidewalks within the development. Staff notes that specific construction details found in the DCSM must be used, as noted on Sheet 5 of the Concept Plan.
- g. Driveway Planting Detail:** Page 27 depicts landscaping between driveways; however a typical detail has not been provided on the Concept Plan. There are several conflicts which could prevent the installation of the plant material as depicted. Staff encourages the plantings as proposed in the Design Guidelines to prevent a bare hardscape environment behind buildings.
- h. Mailboxes:** Page 28 depicts grouped mailboxes. Due to the tight layout of the site and the fact that these features have not been conceptually located, Staff is concerned about the possible location of these features and conflicts with proposed amenities.
- i. Gazebo Reference:** Page 30 pictures a gazebo but does not give a description of the gazebo to set what is intended. This should be corrected.

See recommended revisions in Section VIII of this report.

- 7. Alley lighting:** Staff remains concerned that the lighting provided within the development may not meet the standard required by TLZO Sec. 8.2.2.F.2.i Planned Development Rezoning Approval Criteria that the “*Site plan should be arranged to maximize the opportunity for privacy and security by residents.*” In particular, it appears that the application does not satisfactorily demonstrate that adequate lighting levels have been provided to create a safe pedestrian

environment. Increased opportunities to ensure a safer environment can be done with security level lighting. Security level lighting normally found in residential developments is provided by street lighting and natural ambient lighting. The Applicant has responded to the question regarding inadequate lighting in the alley-ways by placing a statement in the Design Guidelines that under-deck mounting of motion-detected lighting will be provided. Staff does not believe this to be an adequate solution. There is no guarantee that the homeowner will retain the fixture type the Applicant has chosen. Safety lighting should be provided by a fixture in common space. See recommended revisions in Section VIII of this report

- 8. Utility Coordination:** The Applicant has deferred to address utility coordination until site plan review. There is concern regarding the impact of the physical location of utilities throughout the site, such as cable, electric, gas, and telephone lines or boxes, and that trying to fit them into this tight plan may require substantial changes to the layout. Figure 13 depicts the Applicant's development at Lansdowne. The depicted buildings are essentially the same live-work units proposed for Crescent Place. Staff notes the size and placement



Figure 13. Transformer location

of the electric transformer. These locational opportunities are not present in Crescent Place due to the tighter design proposed on the Crescent Place layout. Page 19 of the Design Guidelines includes examples of screening measures; however, Staff notes that the language states “where possible”, which means such measures would not be “required”. Staff is concerned that significant changes to the layout are likely do to the fact that ample space has not been provided for either the location of underground utilities or for proposed screening devices for meter boxes, transformers, or pedestals.

**IV. Modifications:** The Applicant is requesting eight (8) zoning modifications and eight specific (8) buffer-yard modifications. TLZO Section 8.2.2.E Zoning Modifications authorizes Town Council to waive zoning standards, but states “*No modifications shall be permitted which affect uses, density, or floor area ratio of the district. 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. No modification will be granted for the primary purpose of achieving the maximum density on a site.*”(emphasis added)

In general, Staff believes that urban-style projects should be characterized by reduced buffer yards, when circumstances (such as design, location, alternatives provided) make the reduction appropriate. Also, other standard provisions could be modified when necessary to achieve an urban-style project. This can require, as in this case, multiple modification requests to otherwise applicable standards. Staff is not concerned about the total number of modification requests but rather by how these modifications, taken together, achieve a well-designed, well integrated urban infill project as envisioned by the Town Plan and the Crescent District Master Plan. Modifications should not be requested simply for the purpose of maximizing density on a site but to achieve the innovative urban design expected of a PRN in the Crescent District. In many cases Staff does not believe that the alternatives provided justify the modification requested. The requested modifications and Staff's recommendation regarding each are provided below:

- 1. Buffer-yards:** The Applicants are requesting eight buffer-yard and screening modifications and a street tree installment modification. TLZO Section 12.8.1 defines buffer-yards as the combination of buffer plus screening to physically separate and obscure the view of adjoining land uses. Table 12.8.3.A establishes the required buffer-yard widths. The Applicants are requesting modifications of varying widths and screening materials to the otherwise applicable buffer-yard requirements. The Applicant is justifying the modification requests based on how they have designed an urban in-fill development. Concept Plan Sheet 4 shows the buffer-yard modification requests in a table and where they appear on the site, using letters of the alphabet. The full justification for each modification is contained in the Crescent Place Request for Modifications revised June 14, 2013. Table 2 below illustrates the required buffer-yards for this project and what Applicants propose.

Buffer-Yard	Required Width	Proposed Width
A-B	25'	0'
B-C	25'	5'-25'
C-D	75'	6'
D-E	25'	5'
E-F	72'	5'-10'
F-G	None	10'
G-H	25'	10'
H-I	50'	6'
I-J	50'	6'
D-L	75'	0'
L-K	75'	0'
K-C	75'	0'

TLZO Section 12.8.5 Modification of Screening and Buffer-Yard Requirements authorizes the Land Development Official to recommend a reduction or elimination of buffer-yard requirements with this rezoning and amendment application. The Applicant's justification relies upon the special design provision (TLZO Sec. 12.8.5.C). which states "*Screening and buffer yard requirements may be waived or modified by the Land Development Official where the side of a building, a barrier and/or the land between the building and the property line has been specifically designed to minimize the adverse impact through a combination of architectural and landscaping techniques.*"

Consideration must be given to how the Applicant's use of architecture *and* landscaping meets the intent of the ordinance requirement. Staff finds that the Applicant's special design warrants modification of the required buffer-yards in some cases but not in every case for reasons set forth below:

- A. A-B, Between Live-Work Units and Town Parking Lot. Recommendation: Approval.** See Staff report dated August 1, 2013 for analysis.
- B. B-C, Adjacent to W&OD Trail. Recommendation: Unacceptable as Proposed.** The proposed buffer is in places as little as 5' (not 15' as the Modification request states) which does not provide adequate room for the ultimate mature growth of the proposed planting material. The general orientation and location of Building C and utility conflicts do not provide sufficient room to create an adequate landscaping screen. Put into context, there are no other locations within the corporate limits of the Town, where residential dwellings "front" the trail. Additionally, the proposed three-foot (3') tall ornamental fence is not sufficient to make up the difference in required width or plant material. The result is that the proposed buffer-yard does not incorporate architecture and landscaping to meet the intent of the required buffer-yard. Staff's recommended revision can be found in Section VII of this Staff Report.
- C. C-D, Adjacent to W&OD Trail for AT&T Frontage. Recommendation: Approval.** Due to the lack of area available to create the width necessary to comply with the TLZO requirements; and due to the fact that some planting material has been incorporated adjacent to the W&OD Trail, **Staff recommends approval of the reduced width buffer-yard and the screening as proposed on the Concept Plan.**
- D. D-E, Adjacent to W&OD Trail for Units/Pedestrian Plaza. Recommendation: Approval.** The Applicant has revised the buffer-yard screening material to include large canopy trees which now assist in meeting the required three-part planting requirement: larger canopy trees, evergreen trees and shrubs. While still deficient in design, width, and quantity of planting materials, the proposed scheme is sufficient enough for this urban

setting. **Staff recommends approval of this buffer-yard modification as proposed on the Concept Plan.**

**E. E-F, Adjacent to Commercial/Industrial Use (Banner Glass).**

**Recommendation: Approval.** The Applicant has revised to the Concept Plan to provide a solid fence with supplemental landscaping. As noted above, while not a superior treatment, the effort is enough to satisfy the intended buffering and landscaping intent. *Staff still recommends the use of a masonry wall;* however approval of the Applicant's proposed fencing could be acceptable. **Staff recommends approval of this buffer-yard modification**

**F. G-H, Adjacent to Reinhardt LLC Property. Recommendation: Approval.**

The Applicant has proffered conceptual building elevations. Due to the change in elevation from the property to Catoctin Circle, the rear elevations of the first three (3) units will be visually prominent. Combining the architectural treatment, landscaping including a mix of canopy and evergreen trees, and the opaque fence, sufficient justification has been provided to warrant approval of the modification request. **Staff recommends approval of this buffer-yard modification**

**G. H-J, Adjacent to Middleburg Office Building. Recommendation:**

**Conditional Approval.** Along this buffer-yard, the Applicant's design leaves a narrow path averaging six-feet (6') in width. Although adjacent to an existing buffer-yard, the on-site area is insufficient to allow for the mature growth of the proposed planting material. Additionally, the planting area lies directly adjacent to underground utilities. If a problem were to occur, the planting area would have to be removed to accommodate construction activities. The proposed buffer-yard is constrained in width by its proximity to parallel underground utilities. There are other reasonable design alternatives that can provide sufficient room for a wider, more robust buffer-yard with screening material. The Applicant has included a fencing detail that incorporates an opaque composite material and masonry piers, with changes in horizontal plane. Staff reiterates that other design alternatives could achieve a more acceptable modification; however, the above mentioned features technically meet the intent of the TLZO requirement; therefore, **Staff recommends approval of the buffer-yard modification, subject to a revision to the detail which eliminates the "+/-" symbol.**

**H. D-L, Adjacent to AT&T. Recommendation: Unacceptable as Proposed.**

The required buffer yard width from the proposed residential units to the AT&T building, an industrial use, is 75 feet. As noted earlier, the existing ventilation system generates substantial noise. The buffer is needed to help allow the noise to dissipate and minimize the impact on surrounding residents. Absent an opportunity to allow the noise to disperse, the close proximity of Building I to the AT&T building will create a negative acoustical effect by echoing the noise. In addition, the units will face giant louvers screening the

cooling apparatus of the utility. A buffer providing additional space for plants to grow will better screen the utility building from the proposed residences.

Buffer-yards are required on each abutting property. As designed, the AT&T Property is unable to provide width suitable for the planting of a functional buffer. Due to its existing use and prior BZA approval for setback variance, **Staff can accept and recommend approval of the buffer-yard modifications for the AT&T property.**

On the Crescent Place side of the property boundary, the proximity of the units, a sidewalk and a waterline with necessary easements limit the resulting buffer-yard to five-feet. Five feet is inadequate even for the smallest sized planting material found in TLZO Sec.12.9.6. Given normal growth patterns of the planting material shown on the plan, this spacing is insufficient to expect the mature growth of the proposed plant material.

Based on the concerns stated throughout this report **Staff is not able to support the modification of this buffer-yard.** The site design in this area must be revised to provide an appropriately designed buffer-yard with screening material to mitigate the impacts on the units proposed within as little as 25 feet of the utility use.

2. **Minimum Lot Area/Average Lot Area Reduction. Recommendation:** **Approval.** See Staff report dated August 1, 2013 for analysis.
3. **Minimum Lot Width Reduction. Recommendation:** **Approval.** See Staff report dated August 1, 2013 for analysis. To compensate for the decreased width, the Applicant has provided Proffer 1.2.1 where at least 80% of the buildings containing a single-family attached unit shall contain a mix of the two unit widths. Although the justification as written is satisfactory, Staff recommends that all buildings containing a single-family attached unit shall contain a minimum of two units with a decreased lot width. **Staff recommends approval with the before mentioned revision.**
4. **Minimum Commercial Parking Spaces: Unacceptable as Proposed.** The Applicant proposes a modification of the minimum amount of required commercial parking spaces. A total of 16,000 square feet of nonresidential uses with more than three (3) tenant spaces meets the definition of a shopping center, which requires 74 spaces calculated as follows:

1space per 200 s.f. for the 1 <sup>st</sup> 10,000 s.f.	50 spaces
4 spaces per 1,000 s.f. thereafter	<u>24 spaces</u>
	74 spaces required

The Applicant proposes 33 spaces on-site. The spaces are located directly behind the commercial buildings. The pedestrian path linking the parking area to the fronts of the units is located in a narrow passage between buildings. In addition,

the Applicant has proffered to improve the Town parking lot in front of these units and add an additional 15 parking spaces. Therefore, Applicant is constructing a total of 48 new parking spaces instead of 74, so the requested modification is a 35% reduction in the number of required spaces overall, and a 55% reduction in the on-site spaces.

Staff notes that directly adjacent to the site is a Town-owned public parking lot with 52 spaces. The Town is obligated, through a proffer agreement with the County, to potentially provide 50 spaces for courthouse use if certain conditions are met.

The Applicant justifies the reduced commercial parking based on following:

- The compact development form reduces the need to provide the maximum number of spaces for each use.
- Infill developments promote a lifestyle and expectations from suburban development regarding a balance of auto use and pedestrian use, which reduces parking needs.
- Bus service is provided along Harrison Street
- On-street parking on Harrison Street and within the development will be available.
- Applicant proposes to reconstruct and expand the existing Town owned parking facility along Harrison Street.

Staff agrees with the Applicant's statement that on-street parking is a highly visible characteristic of an urban setting and provides alternative parking opportunities. However, this request is precedent setting in that an applicant is asking for a reduction in required commercial parking without a study or other information demonstrating that the reduction is justified based on the characteristics of the uses competing for (sharing) the subject spaces. Staff notes the following:

- The location of the commercial uses along a heavily traveled roadway will generate passerby parking needs.
- Per the Applicant's parking exhibit, not included within the Concept Plan set of plans, interior streets are designated as residential parking. Staff notes in conjunction with the commercial parking reduction, the location of residential visitor parking spaces evenly distributed throughout the site has been a concern. If interior on-street parking is used for commercial uses, they will not be available for residential use, either as required spaces or visitor spaces.
- The location of the commercial uses adjacent to, and oriented toward, the Town lot implies a right and intent to use the lot for customers if for no other reason than there is no other parking readily available to the customers (besides the 33 spaces in back of the businesses). Given the fact that the parking lot, because it is *public parking*, cannot be specifically designated for commercial uses (unlike private commercial parking lots), Staff is unsure if conflicts with other uses will, over time, make it difficult for

commercial customers to find a space here. That is, no study has been done and no information has been supplied by the Applicant regarding how this public lot can be shared with non-commercial users, or what the impact may be over time. At present, Staff does not have sufficient information to understand the impact of this modification request and recommends further discussion at the upcoming meeting.

Based on the identified conflicts Staff is unable to support the reduction in on-site commercial parking at the present time, and **recommends further discussion of the modification request.**

**5. Credit of Residential Parking Spaces. Recommendation: Approval.** See Staff report dated August 1, 2013 for analysis.

Staff agrees that a modification of the parking standard is appropriate for this location. However, Staff has stressed that an equal distribution of on-street parking throughout the site must be provided for visitor parking. Staff has the following concerns regarding the requested modification and accompanying parking exhibit.

- The Town will have difficulty enforcing the garage use proffer if parking issues arise
- It is the opinion of Staff that visitor parking is not equally distributed throughout the site.

**Table 1, Parking Distribution**

Parking Area	Dwelling Unit Requirement	Provided	Visitor Spaces	Provided	Notes
1	92	89	23	7 (-16)	2 units do not meet min. on-lot requirement
2	88	88	22	15 (-7)	
3	62	62	16	23 (+7)	
4	110	110	28	18 (-10)	1 unit does not meet min. on-lot requirement
5	100	99	25	17 (-8)	

**6. On-lot Canopy Tree Requirement. Recommendation: Approval.** See Staff report dated August 1, 2013 for analysis. Staff supports the modification due to the project’s implementation of the planned Crescent District densities. However, efforts to maximize opportunity areas for planting on-site should be explored. **Staff recommends approval of the on-lot tree canopy modification**

**7. Creek Valley Buffer Setback. Recommendation: Approval.** See Staff report dated August 1, 2013 for analysis.

**V. Proffers:** The existing proffers for TLZM 2005-0001 will be replaced in their entirety by this concept plan and proffer amendment. In addition, the Applicant has

introduced new proffers which will only be applicable to the AT&T parcel. Staff has the following comments on the proposed proffers:

1. Proffers-Development Program: The Applicant stated at the work session that the project will be approved under a single site plan. Applicant should clarify why a phased development program has been included in the proffers in light of that statement.
2. Proffer 2.2.1.a - Harrison Street, East Side: The Applicant has prepared a cost estimate for the improvements made to the frontage of the Town's parking facility and is requesting that the off-site transportation proffer be reduced based on the cost estimate. Staff notes that frontage improvements proposed by TLZM 2005-0001 included the frontage along the Town's parking facility, at no charge to the Town, and were not "credited" towards other proffer guidelines. Given that Applicant will make extensive use of the parking facility and will be relieved from providing that parking on its own property, Staff believe these improvements should not be credited as requested.
3. Proffer 2.2.1.b.1 and 2 – Harrison Street, West Side: Provides half section improvements to the west of Harrison Street as identified on Sheet 5 of the Concept Plan. The west side improvements only include a flush curb and on-street parking from Depot Court to the site entrance. Removed from the existing proffer is the south bound right-turn lane onto Catocin Circle. Staff recommends several revisions to this proffer, including restoration of the turn lane and street trees.
4. Proffer 2.2.2 – Off-site Transportation Contribution – The Applicant proposes a contribution of \$258,018 for 226 units, or \$1,141.67 per unit. Contributions will be made on a per lot basis and paid at the time of zoning permit issuance. The approved TLZM 2005-0001 proffers do not include an off-site transportation contribution. However, the approved proffers provide substantial improvements to the surrounding street network, including:
  - Construction of a south bound right turn lane onto Catocin Circle (Old Proffer 2.2.1 Harrison Street).
  - Improvements to the frontage of the Town owned parking lot (Old Proffer 2.2.1 Harrison Street).
  - Install traffic signalization at the intersection of Harrison and Loudoun Streets for both legs of the intersection (Old Proffer 2.2.2.Loudoun and Harrison Street Traffic Signal).
  - Full frontage improvements to Harrison Street, including two 11-foot wide lanes with 8-foot wide parking spaces on both sides of the street, with curb and gutter and 16-foot wide sidewalks (Old Proffer 2.2.1 Harrison Street).

The Appendix B Off-site Transportation proffer guideline recommended contribution to mitigate impacts to the street network is \$605,018. The proposed proffer reflects the proffer guideline amount reduced by \$347,000 for the improvements proposed for the western side of Harrison Street and along the frontage of the Town owned parking facility.

The Applicant's contribution of \$258,018 is intended to off-set improvements that were to be constructed by the TLZM 2005-0001 developer, at no cost to the Town of Leesburg: right turn lane onto Catoctin Circle and the traffic signalization of Harrison and Loudoun Streets. The traffic generated by this project alone does not warrant the above mentioned improvements, but the reduction in the existing proffered transportation improvements will have to be made up by public funds. The Applicant's offered contribution will not cover the cost of the right turn lane and traffic signalization. Staff recommends that the existing proffer be maintained and the proffer amount be established at \$605,018. Note that Staff also suggested extending the street scape improvements on the east side of Harrison Street up to Depot Court in Town right-of-way.

5. Proffer 3.1.1 Promenade: As discussed in earlier sections of this report, Staff does not find four benches and eight planters to be an adequate proffer for the urban design of this prominent feature.
6. Proffer 10.2 Building I Construction Methods: Staff notes that there are missing details regarding when and how compliance with the proffer is demonstrated. See Section VII of this report for recommended changes.

## VI. 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.

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

The proposal meets many of the goals of the Town Plan, including a high density land use, and in general, a more urban-style design which is appropriate for the site. However, the important mix of uses envisioned for the Harrison Street frontage is not achieved, and the design does not go far enough to fully achieve the vision of the Crescent District Master Plan, particularly with regard to useable open spaces given the density.

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

There is one binding agreement with Loudoun County that is an issue here: an existing proffer that obligates the Town to provide 50 parking spaces at the Town Harrison Street parking facility for the County courts if certain conditions are met by the County.

Although residential land uses were not anticipated in this area under the AADPs, the Applicant is providing monetary contributions to off-set demands created by residential uses. Otherwise, there are no applicable binding agreements or inconsistent regional planning issues.

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

Applicant’s Traffic Impact Analysis (TIA) identifies needed mitigation based on the proposed growth of average daily vehicle trips and this project. The necessary mitigation is a south bound right turn lane from Harrison Street onto Catoctin Circle. The TIA also states it is not this project's trips alone that require the improvement. Staff believes a more substantial contribution could be used to provide the necessary mitigation.

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

The proposal calls for residential uses to be located next to existing industrial, commercial and utility uses. In some cases the mitigation of adverse impacts on the residential uses does not achieve the level of compatibility anticipated by the Town Plan. Staff believes that the area adjacent to the AT&T Property has not met the desired compatibility and continued efforts to achieve compatibility should be taken.

- *“Provision of adequate public facilities.”*

No new public infrastructure is required to serve the site. Water, sewer, and storm water 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. In accordance with Resolution 2005-111, the Applicant will contribute \$7,809 for each multi-family unit and \$15,619 for each single-family attached (townhouse) unit.

**VII. Major Discussion Items:** Based on the information provided above, Staff identifies the following items that Staff believes require additional attention:

- Urban Design Elements (Open space, Promenade, Dumpster)
- AT&T Buffer Yard Modification

- Design Guideline Clean Up
- Commercial Parking Modification

### Urban Design Elements

1. **Open Space:** To achieve better implementation of the Crescent District Master Plan and the intent of the planned development district, Staff recommends consideration be given to minor alterations of the layout to provide more usable open space for future residents.

- a. **Enhanced Linkages:** Without losing any units, wider and more inviting pedestrian-scale linkages between open space amenities can be accommodated. For instance, adjusting buildings M, N, O, P such that the end units are 20-feet wide, with 16' wide interior units (a unit type proposed by the Applicant) a wider area can be provided. The area in question would increase from approximately nine-feet to approximately 22 feet, which provides room for sidewalk, landscaping and safety lighting (see Figure 14 below).

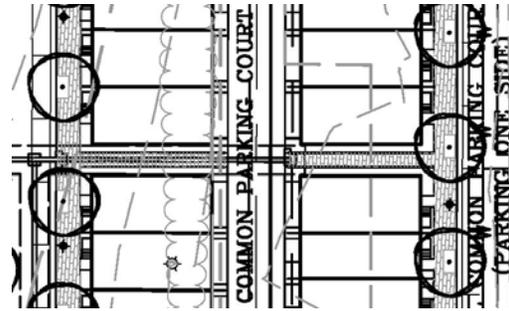


Figure 14. Enhanced Linkage

- b. **Promenade Amenities:** Staff recommends minor revisions to create a space more inviting to pedestrians with an enhanced sense of place. As illustrated

in the following Figures, small amenities can drastically alter the feel of the promenade. A suggested change, which may increase commercial square footage, is a building which engages the adjacent open space. Taking cues from the commercial building architecture at Lansdowne (Figure X), there is very little interaction of the side building elevation to the adjacent space or the W&OD Trail, and it seems an opportunity to create this is being overlooked.



**Figure 15. Existing Lansdowne Building Elevation**

Staff recommended building changes include:

- Pulling the lower level of the building into the adjacent space, and orienting the entrances to the pedestrian way from the W&OD Trail and the adjacent parking lot.(Figures 16&17)
- Creating terrace on the “bump-out” of the building that could enhance outdoor activity levels.

Staff recommended landscaping/hardscape changes include:

- Low walls that separate passive recreational areas from potential outdoor dining areas. (Figure 16)
- Larger canopy trees, away from overhead power lines, which will provide shade to the passive green area and potential outdoor activities, and provide a consistent scale in amenity areas.(Figure 16)
- Incorporation of unique paving patterns in the promenade sidewalk area. These patterns could be varied designs or be used to define outdoor display areas. (Figure 18)

- Purposeful hardscape features, like seating walls, built into the design instead of being placed on top of the promenade. (Figure 19)

These proposed minor changes are intended to enhance the urban design element of this project and to assist in a finding that superior architectural treatment and site planning are exemplified within the plan.



Figure 16. End Unit Design



Figure 17. Promenade Perspective



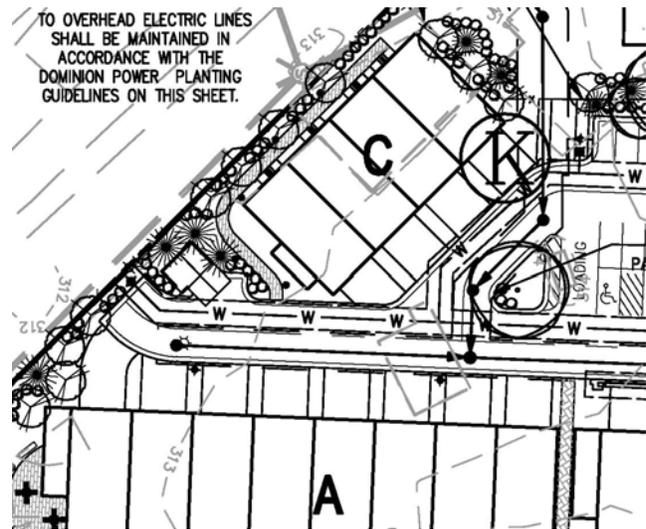
Figure 18. Staff Promenade Perspective



Figure 19. Staff Promenade Perspective II

- c. **Dumpster Location:** Although a compactor type of dumpster has been included in the proffer, Staff notes that potential noise and odor issues still remain a concern as this feature is located in a prominent location along the

main pathway to the front doors of the adjacent residential units. Staff recommends that an alternate location be provided or a reconfiguration of the adjacent residential units be provided to give greater separation. As proposed the single location for the solid waste generated by the 16,000 square feet of nonresidential, which will likely include restaurants, is located approximately 25 feet away from a residential unit. Staff recommends, at a minimum, removing the residential end-unit to create a larger buffer from the solid waste storage area. Another alternative could change use of the upper stories of the end unit from residential to office, commercial or even civic space, like a meeting room for the POA.



2. **AT&T Buffer-yard:** As noted in the modification section of the Staff report, Staff does not support the modification as requested which would require a change in the layout. Staff recommends discussion of the adequacy in the layout chosen by the Applicant
3. **Design Guidelines:** The following items are noted as required or needed revisions which may require additional discussion by the Planning Commission.
  - a. **End and High Visibility Lots:** Descriptions for the terms “bump-out” and balcony should be included. Porches should be identified as a high visibility lot characteristic and/or specific locations should be identified on the Concept Plan.
  - b. **Decks:** Building elevations for 2/2 units should be revised to depicted the required cantilevered decks
  - c. **Entry/Porches:** An “entry” should be described on Page 18 of the Design Guidelines. If porches are not likely to be constructed, including them in the Design Guidelines as a possible feature is misleading and therefore should be removed from the guidelines.
  - d. **Utility Placement:** Staff has noted concern regarding the impact of possible changes to the layout of the development with regard to utility placement. Staff recommends that “where possible” be removed from the Design Guidelines.
  - e. **Stone Wall Plantings:** Staff recommends that plantings described in the design guidelines be graphically illustrated or shown on Sheet 4 of the concept plan.

- f. **Driveway Planting Detail:** Staff encourages the plantings as actually proposed in the Design Guidelines and recommends a typical detail be provided on the Concept Plan.
  - g. **Mailboxes:** Staff recommends that an exhibit be included in the design guidelines that generally depict the proposed locations of group mailboxes.
  - h. **Gazebo Reference:** Page 30 should include descriptive language as to why the gazebo is shown.
4. **Commercial Parking Modification:** Staff is seeking the Planning Commission's input regarding the merits of the requested parking modification

VIII. **Recommended Revisions:** Staff has completed three (3) formal reviews of the application and resubmission of materials after a work-session meeting. There are issues which Staff believes have not been adequately addressed. These revisions are necessary revisions which would further implement the Crescent District Master Plan and the Town Plan and meet required.

#### General Notes and Tabulations

1. **Park Boundary:** Previous comment letters have requested confirmation that the boundary of the NVRPA right-of-way is correctly shown on the Rezoning Plat. The Plat should be revised to confirm the park property is 100 feet wide and not ranging from 85 to 95 feet wide as currently shown. Failing to confirm the correct boundary of the NVRPA property could delay the review of future site plans for the Property
2. **Dimensioning:** The Concept Plan and Design Guidelines must be revised to remove the "+/-" symbol from dimensions. There is nothing stated in the TLZO or on the Concept Plan to qualify to what degree of deviation is acceptable.

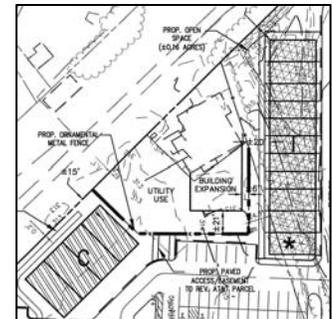
#### Drawing Details

3. **Typical Lot, Side Yard:** Staff recommends against a one-foot (1') side yard for townhouse end unit setbacks adjacent to any sidewalks as depicted on the typical detail on Sheet 6. The requested side yard prohibits architectural features on side elevations and makes regular maintenance of the structure difficult without encroaching into common areas or obstructing pedestrian paths. More importantly, the resulting width between units can be as little as seven feet, which is too narrow to accommodate a comfortable pedestrian scale or permit adequate room for landscaping, lighting or maintenance. **Staff recommends that the minimum side yard setback be revised to a minimum of three-feet.**
4. **Street Details, Sidewalk:** For clarification purposes, molded brick is not stamped concrete.

5. **Cross Section A-A, Scale of Plant Material:** The proposed plant material must reflect the spread of branches as presented in TLZO Section 12.9.6.E. Labeling the plant material as an understory tree does not adequately respond to Staff comments. If an understory tree is proposed, the plant material should adequately represent the spread of branches for acceptable material found in TLZO Sec. 12.9.6.D. Staff notes the narrowest spread of branches is 10 feet. This spread of branches makes the location of the proposed plant material unacceptable, and the proposed buffer-yard inadequate.
6. **Cross Section E-E:** The location of the retaining wall creates a maintenance issue; there will be two-feet of grass from the back-of-walk to the property line (publically maintained) and two-feet of grass from the property line to the retaining wall (privately maintained). The wall should be relocated to be a maximum of a half-foot off the property line, or a proffer should be included that states the POA will maintain this area of grass.
7. **Cross Section F-F:** The promenade should be dimensioned to a minimum width of 15 feet.
8. **Cross Section G-G, Scale of Plant Material:** Same comments as #6 above.
9. **Dumpster: Proffer 4.4.:** The hours of the limited pick-up should be specified in the proffers.

#### General Design

10. **AT&T Site Details:** Other than the proposed building expansion, the Concept Plan provides no details regarding the development of the property. The Concept Plan must be revised to:
  - a. **Paving:** Depict the proposed limits of paving.
  - b. **Walks:** Depict the location of any walks.
  - c. **Parking:** Depict the location of on-site parking spaces.



#### General Design Comments – Lighting

11. **Site Lighting, Alleys:** To resolve this issue the Applicant is encouraged to provide pedestrian-scaled fixtures between the gaps of buildings to provide sufficient security level lighting.

#### General Design Comment – Transportation Related

12. **Modified Street Section, Curb:** The street section reflects a flush mounted curb as suggested. The flush mounted curb does not function to provide a barrier to protect the adjacent pedestrian environment. Therefore, the Applicant will need to verify, and revise the street section if necessary, that all

clear-zone requirements are met when using a flush curb. The clear-zone shall be based upon the AASHTO requirements as noted in Table A-2-1 in the VDOT Road Design Manual.

#### General Comments – Utilities

**13. Fire Suppression:** Most fire hydrants are not strategically located and may be inaccessible during an emergency. Changes to the site layout may result in addressing this comment. Staff advises that if the changes are significant enough, legislative approval to amend the concept plan may be necessary. Staff recommends that this issue be resolved prior to the approval of the Concept Plan.

**14. Unresolved Storm Drainage Conflicts:** Proposed storm drainage structures are conceptually proposed with the excavation limits of an existing sanitary sewer line. Staff repeats its concern and cautions the Applicant that structures within excavation limits of other utilities are not acceptable. Due to the location and potential engineering constraints, which cause significant redesign of utilities, this issue should be resolved prior to the approval of the Concept Plan.

**15. Site Plan Related Issues:** Given the unusually tight layout design proposed by Applicant, Staff repeats its concern about deferring until site plan issues raised above regarding locational conflicts. Recommendations have been provided throughout the review of the application. Applicant is advised that if substantial site layout changes result in addressing these comments, potential legislative amendments may be necessary.

#### Storm Drainage Comments

**16. BMPs Location:** The Concept Plan should be revised to provide the type and placement of BMP structures/facilities.

**17. FEMA Regulated Floodplain:** A portion of this site lies within the 100-year FEMA floodplain. This plan must clearly depict the FEMA regulatory floodplain limits. Please be advised that the 100-year water surface elevation is not permitted to increase on adjacent properties due to construction and grading of this site. Note that prior to approval of any construction drawings, FEMA must approve a Conditional Letter of Map Revision (CLOMR) based upon a floodplain study and floodplain alteration study prepared by the applicant's engineer. It is likely that the requirements of a CLOMR would result in adjustments to the location of the retaining walls and/or units which could potentially necessitate a Concept Plan amendment due to nonconformance with the approved plan. Therefore, it is strongly recommended that the applicant prepare a floodplain and floodplain alteration study based upon the ultimate build-out of the property prior to obtaining Rezoning Concept Plan approval.

**18. Storm Sewer Alignment:** The proposed storm sewer alignment between buildings is extremely tight. The ten-foot easement between units may be encroached upon by building projections. Staff recommends examining other alignments which prevent potential future conflicts.

#### Public Works Comments

**19. Solid Waste:** Per Town Code Section 28-26 multifamily and commercial units must be served by dumpster containers. The Concept Plan must be revised to depict a dumpster container adequately sized to serve the multifamily and commercial accommodated by a trash truck without excessive backing movements.

#### Proffer Comments

- 20. Proffer 10.1, Noise Attenuation:** Staff notes the following revisions should be made to his proffer.
- a. Measured Noise Level:** Per the on-site meeting on September 27, 2013, it should be acknowledged that noise levels exceeded TLZO allowances. References if noise levels exceed 55dBA should be removed from the proffer.
  - b. Installed Attenuation:** The proffer should be revised to require certification of attenuated noise measures with the zoning permit application for Buildings C or I, and not prior to occupancy of Buildings C or I.
- 21. Proffer 10.3, Buildings I and C:** Staff notes the following revisions should be made to his proffer.
- a. Building C:** Based on the observed noise and meter reading from the September 27<sup>th</sup> on-site meeting, Building C should be added to this proffer.
  - b. Demonstration of Compliance:** Language should be added to the proffer that states demonstration of interior noise levels of 45dBA or less must be provided in the form of a certification by an acoustical prior to issuance of any occupancy permits for units in Buildings C and I.

### **IX. Sample Planning Commission Draft Motions**

#### **Approval**

I move that Concept Plan and Proffer Amendment TLZM 2012-0003, Crescent Place, be forwarded to the Town Council with a recommendation of approval on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have been satisfied and that the proposal would serve the public necessity, convenience, general welfare and good zoning practice.

#### **Approval with Revisions**

I move that Concept Plan and Proffer Amendment TLZM 2012-0003, Crescent Place, be forwarded to the Town Council with a recommendation of approval

subject to the recommended revisions to the Concept Plan and Proffers contained in the Staff Report dated October 3, 2013 and as amended by the Planning Commission on October 3, 2013, on the basis that the Approval Criteria of Zoning Ordinance Section 3.3.15 have been satisfied and that the proposal would serve the public necessity, convenience, general welfare and good zoning practice.

**Denial**

I move that Concept Plan and Proffer Amendment TLZM 2012-0003, Crescent 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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**X. Attachments**

- a. Crescent Place, Concept Plan and Proffer Amendment, Sheets 1-24, last revised September 18, 2013, as prepared by Bowman Consulting
- b. Crescent Place Design Guidelines dated September 2013
- c. Owner's Proffer Statement dated September 18, 2013
- d. Applicant's responses to the work-session matrix
- e. October 3, 2013 Matrix of Major Issues

## **STATEMENT OF JUSTIFICATION**

### **CRESCENT PLACE**

**Rezoning Concept Plan and Proffer Amendment Application**  
**PIN #s 231-19-0774, 231-19-3353, 231-19-6044, 231-6022**  
**(TLZM 2005-0001)**

**Rezoning Application from CD to PRN District**  
**PIN # 231-19-2572**

**November 5, 2012**  
**Revised November 20, 2012**  
*Revised June 14, 2013*

#### **I. Introduction**

**Leesburg Acquisition Partners LLC** (the “Applicant”) is the applicant for the Rezoning Concept Plan and Proffer Amendment of Harrison Park, TLZM 2005-0001, for the proposed Crescent Place mixed-use community. Harrison Park, TLZM 2005-0001 was approved by the Leesburg Town Council on February 28, 2005, and was approved for 332 residential units, 33,600 square feet of office and 43,694 square feet of retail space on 11.65 acres.

Crescent Place is comprised of four parcels (MCPI Numbers 231-19-0774, 231-19-3353, 231-19-6022 and 231-19-6044), totaling approximately 11.65 acres (the “Property”). Leesburg Acquisition Partners LLC is also the owner of the Property which is located at the northeast quadrant of the intersection of Catoctin Circle and Harrison Street. The Applicant proposes to consolidate the four parcels in order to create a unified, mixed-use community.

Crescent Place is planned to contain 226 dwelling units (consisting of multi-family and attached), including 16 live/work units containing 16,000 square feet of ground floor commercial and retail uses, a substantial reduction in the number of approved dwelling units and square footage office, and retail uses approved with Harrison Park. The proposed community is neo-traditional with some urban characteristics in a compact

neighborhood design that provides grid street patterns and a central neighborhood green. The community is designed to relate to an enhanced Harrison Street and to blend with the historic center of Leesburg located to the north on Harrison Street. Crescent Place is well situated across from Raflo Park located along Town Branch as well as being adjacent to the W&OD Trail. The community design takes advantage of these adjacent open space amenities.

*This application also includes a rezoning of the .12 acre AT&T Communications of VA, Inc. parcel from the Crescent Design (CD) district to the Planned Residential Neighborhood (PRN) district. The purpose of this rezoning is to make the zoning of the AT&T parcel consistent with Crescent Place, which surrounds the AT&T parcel on three sides. Additionally, the predecessors to Leesburg Acquisition Partners entered into an agreement with AT&T to expand the AT&T parcel to allow for future expansion of the utility substation building. By including the AT&T in this application, Crescent Place is better able to incorporate the AT&T and its future expansion into the Crescent Place lay-out and to provide access to the AT&T parcel through Crescent Place. Furthermore, AT&T's utility use is not a permitted use in the CD district, but is permitted in the PRN district. Therefore, the PRN district is more consistent with the AT&T use, while the CD district makes the AT& utility use a nonconforming use. Upon approval of the rezoning and concept plan and proffer amendment, Leesburg Acquisition Partners and AT&T will submit a boundary line adjustment application to alter their respective property lines to reflect the proposed concept plan lay-out. Although AT&T will be a signatory to the proffers, Leesburg Acquisition Partners is assuming the responsibility for implementing the proffers, since the proffers arise from the Crescent Place development and not the AT&T use.*

## **II. Town Plan**

According to the Land Use Policy Map and the Land Use Element of the Town Plan, the Property is located in the Downtown land use category. Additionally, the Property is located in the Crescent District special district, and is designated for multi-family ground-

floor retail mixed use, multi-family residential and residential townhomes on the Crescent District Land Use Policy Map. These policies serve as a guide for the design of Crescent Place. Harrison Street terminates at the visually prominent County Government Center building to the north of the Property. Other, compatible recent developments along Harrison Street include the new office/retail buildings between Loudoun and Royal Streets, Market Station, Morningside House, the office building on Depot Court, and the Harrison Street townhouse community. Crescent Place will be a continuation of the character established by these projects. To complement these other projects along Harrison Street, Crescent Place will reflect a neo-traditional design with an urban style of development including live/work units with first floor commercial uses and upper floors containing residential uses facing Harrison Street behind the town-owned parcel (parking lot), multi-family two-over-two style buildings and townhouse dwelling units. Buildings will be placed close to the streets with wide sidewalks along Harrison Street to create an urban type streetscape. The central linear green, connecting the W&OD Trail and Raflo Park across Harrison Street will serve as the focal point for the community. This community, located within walking distance of the Old and Historic District, will provide a population base that will contribute to Leesburg's downtown vitality and to its businesses.

### **III. Landscaping and Open Space**

The on-site open space is complemented by Raflo Park located directly across Harrison Street from the Property as well as the W&OD Trail, which runs along the entire eastern property boundary. The primary open space feature is the central landscaped boulevard terminating at a community green which connects the two public open space amenities. The central internal green is the focal point and gathering place provided for use by the residents of the community. Three other pocket park open space areas are provided – the green on the southern side of the property faced by units and open space provided adjacent to the AT&T property and adjacent to the terminus of Industrial Court. Additionally, street trees are proposed throughout the community with brick sidewalks provided along Harrison Street and along the central boulevard.

#### **IV. Pedestrian Circulation**

Sidewalks will be located along all streets within the community. The site also is well served by the sidewalks along Harrison Street and Catoctin Circle. Pedestrian access to the Property will be available along Industrial Court from Catoctin Circle. Two pedestrian access points are proposed from the W&OD Trail to the community, subject to Northern Virginia Regional Park Authority approval. The Applicant also plans to construct a trail along the Raflo Park frontage.

#### **V. Zoning**

The Applicant is retaining the Planned Residential Neighborhood (PRN) zoning district adopted under Harrison Park, TLZM 2005-0001. This district affords the mix of uses proposed, and being a planned community district, allows the community design parameters to be determined with the adoption of the proposed concept plan. As stated previously, the Applicant is seeking a neo-traditional compact design for the Property. Therefore, the design parameters for density, building height and setbacks do not reflect the more typical suburban standards contained in the Zoning Ordinance. The infill nature of the Property is seeking to complement the historic character of Leesburg and does not lend itself to suburban design standards. To this end, the Applicant is requesting several modifications to the Zoning Ordinance to achieve the neo-traditional form being sought. These modifications are contained in a separate document and submitted with the application materials.

#### **VI. Transportation**

A traffic impact analysis prepared by Bowman Consulting, conforming to the standards set forth in the DCSM accompanies this application. The site will be accessed via two entrances: one on Harrison Street and one on Catoctin Circle using an existing recorded private access easement on the Middleburg Bank property (MCPI Number: 232-49-

3195). The proposed combination of uses within proximity of both the downtown and the Catoctin Circle commercial areas provides for a community where the dependency on the automotive trip is reduced and the distance required to travel between home and support services will be reduced. The traffic study concludes that with site buildout in 2015, traffic conditions are expected to be adequately accommodated at the study intersections with minor signal timing adjustment to the Cactoctin Circle/Harrison Street intersection. Furthermore, the traffic study states that if background traffic growth continues at the assumed 2.0% annual growth rate, by the buildout plus twenty year scenario (2035) the installation of a traffic signal at the Loudoun Street/Harrison Street intersection may be required. The Applicant will be providing a contribution towards the construction of this traffic signal, since the not all of the traffic is generated by Crescent Place to require the traffic signal (there is existing background traffic and future approved developments, such as Courthouse Square). Apart from the improvements needed due to the background growth plus adjusting the signal timings at the Catoctin Circle/Harrison Street intersection, no additional improvements are required with the addition of site-generated traffic. With that said, the Applicant intends to provide frontage improvements on the eastern side of Harrison Street with curb and gutter adjacent to the Property, sidewalk on the east side of Harrison Street and a trail within the Raflo Park on the west side, and on street parking spaces on the east side of the street.

## **VII. Design Review**

The Crescent Place property already is zoned Planned Residential Neighborhood (PRN) pursuant to the Harrison Park rezoning. However, since a concept plan amendment is proposed, the applicant's proposed concept plan also should demonstrate quality design and architectural treatment as called for in the planned development zoning districts. The applicant's conceptual plan lay-out accompanied by conceptual building elevations submitted with this application depicts the quality of design envisioned by the applicant. However, the applicant will take the step of developing design guidelines that will become a covenant on the property to assure that these design concepts will be implemented with project construction. The applicant proposes to submit the first draft of these design guidelines with the response to first submission comments. The proposed

design guidelines will include provisions to insure that all improvements will be harmonious and appealing in appearance and function and also compatible and complementary to one another. These guidelines will provide a framework for maintaining architectural and design quality and consistency and continuity of design while allowing flexibility for creative design solutions.

To these ends, the design guidelines will address site lay-out to include buildings, streets, parking, service areas, sidewalks and pathways, walls and fencing, utilities and easements, limits of clearing, and other site improvements. In addition to these elements, the building architecture will be considered to include building height, massing, materials, building and roof projections, mechanical equipment and building treatments. Conceptual landscape plans including the location, type and size of plant material will be considered. Conceptual light plans including location, type and wattage of all fixtures will be considered. Conceptual sign plans showing the location, dimensions, materials and lighting for all signs will be considered.

The proposed design guidelines also will set forth the composition of the design review committee, its procedures, the submittal requirements for design review approvals, and the standards for approval.

## **VIII. Approval Criteria**

The proposed Crescent Place development meets the Purpose statement contained in Zoning Ordinance Section 1.5 and objectives in Zoning Ordinance Section 8.1.1, by implementing the policies and guidelines of the Town Plan. Crescent Place is a significant infill development that will provide a mixture of housing types, including townhouses, multi-family and live-work units to create a mixed use development on land that was previously used for industrial uses and will have the scale and size for revitalizing this portion of the Crescent District. Pedestrians will be accommodated by the internal sidewalks and connections to the W&OD Trail, as well as along Harrison Street with crosswalks to Raflo Park. The Applicant will provide a trail in Raflo Park to

create more pedestrian connections. Bicycle parking racks will also be provided by the Applicant to encourage Crescent Place residents to use their bicycles and take advantage of the proximity of the W&OD Trail.

Efficient use of open space is planned with the a central boulevard street that terminates near the W&OD Trail in a green plaza, visually tying the W&OD Trail to Raflo Park. Crescent Place is compatible and complimentary to the existing uses along Harrison Street.

The PD Rezoning Plan Approval Criteria from Zoning Ordinance Section 8.2.2.F, are addressed in the Attachment to this Statement.

## **IX. Conclusion**

Crescent Place provides opportunities for commercial services and housing, with nearby access to ample recreational spaces. Crescent Place exemplifies the design envisioned by the Crescent District Master Plan. The proposed uses in a compact mixed community adjacent to the center of Leesburg conform to the policies of the Town Plan. The project creates a community located near downtown Leesburg as well as the commercial services along Catocin Circle. It exemplifies infill development as envisioned in the Crescent District Master Plan. The PRN zoning district will implement the policies set forth in the Town Plan. In particular, the PRN zoning district will enable Crescent Place to include a mix of commercial and residential uses at a neighborhood scale and to incorporate urban-style design elements, with minimal traffic impacts. The proposed project will enhance the Harrison Street corridor that is developing in an attractive fashion and is of a size and scale that will be a major force for implementing the revitalization for the Crescent District plan. This project is worthy of approval to continue that trend.

The rezoning of the AT&T parcel from the CD district to the PRN district makes the AT&T parcel consistent with the Crescent Place, zoning which surrounds the AT&T parcel on three sides. By including the AT&T in this application, Crescent Place is better

able to incorporate the AT&T and its future expansion into the Crescent Place lay-out and to provide access to the AT&T parcel through Crescent Place. Furthermore, AT&T's utility use is not a permitted use in the CD district, but is permitted in the PRN district. Therefore, the PRN district is more consistent with the AT&T use, while the CD district makes the AT& utility use a nonconforming use.

## PROFFER STATEMENT

### TLZM 2012-0003, CRESCENT PLACE

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

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

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

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

#### 1. LAND USE

##### 1.1 Concept Plan

- 1.1.1 Development of the LAP Property shall be in substantial conformance with Sheets 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 17, 18, 19 and 24 of the Concept Plan, prepared by Bowman Consulting, dated November 20, 2012 (hereafter referred to as the "CP") and revised through October 8, 2013, which is attached to these proffers as Exhibit A and which shall control the use, layout, and configuration of the Property, with reasonable allowances to be made for engineering and design alteration and to meet Town zoning, subdivision and land development regulations.

- 1.1.2 Development of the AT&T Property shall be in substantial conformance with Sheets 1, 2, 3, and 4, of the Concept Plan, prepared by Bowman Consulting, dated November 20, 2012 (hereafter referred to as the "CP") and revised through October 8, 2013, which is attached to these proffers as Exhibit A and which shall control the use, layout, and configuration of the Property, with reasonable allowances to be made for engineering and design alteration and to meet Town zoning, subdivision and land development regulations.

## 1.2 Development Program

- 1.2.1 The LAP Property shall be developed with a mix of uses, including a maximum of 226 dwelling units consisting of a combination of single family attached and multi-family dwelling units (including those units located above first floor commercial), and a maximum of 16,000 square feet of first floor commercial uses such as retail, restaurant and office uses. The single-family attached dwelling units shall consist of twenty-foot wide units and sixteen-foot wide units. A minimum of 80% of the buildings containing single-family attached dwelling units shall contain a mix of the two unit widths.
- 1.2.2 The AT&T Property shall be developed with a public utility use consisting of the existing building and a future two story expansion. The future two story expansion shall have a maximum building footprint of 2,300 square feet with up to an additional 2,300 square feet on the second floor.

## 1.3 Phasing Plan

### 1.3.1 General

LAP shall construct the site improvements in accordance with the Phasing Plan depicted on Sheet 12 of the CP. Each phase will construct the on-site private parking courts and residential common parking court ("RCPC") improvements shown on Sheet 12 of the CP included within each phase boundary as well as the perimeter landscaping and either ornamental metal or opaque composite fences with stone retaining walls, if necessary, in the locations depicted on Sheet 4 of the CP. The private parking court improvements will include the construction of five-foot wide sidewalks and street trees on both sides of the RCPCs, where shown on Sheet 4 of the CP. The RCPC improvements also will include the on-street parking spaces. Each phase's improvements will be bonded for construction prior to the issuance of the first zoning permit for any of the dwelling units contained within that phase's boundaries and will be constructed prior to the issuance of the first occupancy permit for any of the dwelling units within that phase's boundaries.

- 1.3.2 The Phase 1 improvements also will include (i) the "Boulevard Private Travelway" median landscaping between the entrance at Harrison Street and the first cross parking court and the entrance feature structure, and (ii)

the walkway improvements along the front of building "B." The walkway adjacent to the Town Parking Lot, the retaining wall and the pedestrian ramps leading from the Town Parking Lot and Building B also are included in the Phase 1 improvements.

- 1.3.3 The Phase 2 improvements also will include (i) the "Boulevard Private Travelway" median landscaping between the first crossing parking court and the second crossing parking court, (ii) the pedestrian plaza/green in the location depicted on Sheet 3 of the CP adjacent to building "Q" and a connection to the W&OD Trail, subject to issuance of an entrance permit by The Northern Virginia Regional Park Authority ("NVRPA"); (iii) the ornamental metal fence in the location depicted on Sheet 3 of the CP adjacent to buildings "C" and "I," (iv) the paved access drive to the AT&T parcel in the location depicted on Sheet 3 of the CP adjacent to building "C," (v) the dumpster enclosure and vehicle turnaround area and the loading and parking spaces in the locations depicted on Sheet 3 of the CP behind buildings "A" and "B," (vi) the plaza with the connection to the W&OD Trail, subject to issuance of an entrance permit by NVRPA; (vii) the walkway improvements along the front of building "A," (viii) the five-foot wide sidewalk in the locations depicted on Sheet 3 of the CP adjacent to buildings "I" and "Q," as well as running along the property line adjacent to the pedestrian plaza/green, and (ix) the three-foot ornamental fence along the portions of the NVRPA property boundary located in Phase 2 as depicted on Sheet 12 of the CP.
- 1.3.4 The Phase 3 improvements also will include the open space/green landscaping and five-foot wide sidewalks connecting the green in the locations depicted on Sheet 4 of the CP and the landscaping illustrated on Page 22 of the Design Guidelines.
- 1.3.5 The Phase 4 improvements also will include the parking spaces in the location depicted on Sheet 3 of the CP behind building "H" and the five-foot wide sidewalks along the property line connecting to the Phase 2 sidewalk and Industrial Court and running between buildings "R" and "S." Additionally, the Phase 4 improvements will include the three-foot ornamental fence along the portions of the NVRPA boundary located in Phase 4 as depicted on Sheet 12 of the CP.
- 1.3.6 The numbering of the phases in this proffer does not necessarily represent the sequential order during which the proposed phases will occur, but rather the improvements that will be provided concurrent with each phase of development. Notwithstanding the prior sentence, Phase 1 will occur first in time to be followed by or concurrent with Phase 2. Phases 3 and 4 will occur as the market dictates either concurrent with or following Phases 1 and 2.

## **2. TRANSPORTATION IMPROVEMENTS**

### **2.1 Internal**

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

### **2.2 Public Street Improvements**

#### **2.2.1 Harrison Street.**

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

2.2.1.b.1 LAP shall bond for construction the improvements along the west side of Harrison Street as shown on Sheet 5 of the CP and labeled as "Typical Section Harrison Street S.E. North End Near W&OD Trail" along the Raflo Park frontage with eight-foot asphalt trail, street lights, flush concrete curb and parallel parking spaces within the right-of-way, subject to Town approval prior to issuance of the first zoning permit for the LAP Property and shall construct the improvements prior to issuance of the first occupancy permit for the LAP Property.

2.2.1.b.2 LAP shall bond for construction the improvements along the west side of Harrison Street as shown on Sheet 5 of the CP and labeled as "Typical Section Harrison Street S.E. South End Near Catocin Circle" with six-foot molded brick sidewalk, street lights, and flush concrete curb within the right-of-way, subject to Town approval prior to issuance of the first zoning permit for the LAP Property, and shall construct the improvements prior to issuance of the first occupancy permit for the LAP Property. Should the construction of the sidewalk require any filling of the flood plain, LAP shall not construct the sidewalk and provide a cash contribution instead in the

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amount set forth in the "Bonding Unit Price List for New Harrison Street Development Cost Estimate" dated June 7, 2013 prepared by Bowman Consulting. This cash contribution shall be paid prior to issuance of the first occupancy permit for the LAP Property.

2.2.1.c LAP shall install a twelve-and-a half foot wide brick sidewalk along the east side of Harrison Street within the right-of-way connecting the W&OD Trail to the existing sidewalk on the Middleburg Bank property, subject to approval and granting of easements for the off-site portions of the sidewalk.

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

#### 2.2.2 Cash Contribution for Off-site Transportation Improvements

LAP shall provide a cash contribution totaling \$258,018 for off-site transportation improvements that may include, at the discretion of the Town, the traffic signal at Harrison and Loudoun Streets, the right turn lane from Harrison Street onto Catoclin Circle or other transportation improvements in the vicinity of the LAP Property. This cash contribution shall be paid at the time of issuance of the zoning permit for each residential unit in the amount of \$1,142.

#### 2.2.3 Right Turn Lane on Industrial Court.

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

### 3. OPEN SPACE AND RECREATION

#### 3.1 Internal Open Space and Recreation

##### 3.1.1 Open Space Amenity Areas

LAP shall provide internal open space areas as shown on Sheet 17 of the CP and the amenities within these open space areas as shown on Sheet 18

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

### 3.1.2 W&OD Trail

3.1.2.1 Landscaping. LAP shall install landscaping on the LAP Property's frontage along the NVRPA property to include a minimum 3-foot high ornamental metal fence supplemented with plantings as illustrated on Sheets 3 and 4 of the CP at the time set forth in Proffer 1.3 above.

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

3.1.2.3 Access Points. LAP shall provide two access points from the LAP Property connecting to the W&OD Trail, in the conceptual locations shown on Sheet 3 of the CP, subject to NVRPA approval. The exact locations and design of the access points shall be determined at the time of permit issuance by the NVRPA. LAP shall obtain permits from NVRPA meeting applicable minimum requirements for slope, sight distance, safety drainage and other applicable NVRPA requirements. The POA shall provide perpetual maintenance of the connections to the NVRPA property boundary. The connections to the NVRPA property will be free and available for use by the public.

### 3.1.3 Bicycle Facilities

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

### 3.2 Public Recreation Improvements Contributions

#### 3.2.1 Raflo Park Improvements

Subject to Town of Leesburg approval, LAP shall construct an eight-foot wide asphalt trail, except as noted below, along the western side of Harrison Street from the existing trail in Raflo Park to the southern Harrison Street crosswalk as shown on Sheet 3 of the CP. This trail shall be constructed on grade, except for modifications necessary for compliance with the Americans with Disabilities Act, within the property limits of Raflo Park according to an alignment approved by the Town. The trail shall connect with the sidewalk to be constructed along the west side of Harrison Street pursuant to proffer 2.2.1.b.2, above. This trail shall be bonded for construction prior to issuance of the first Zoning Permit for the LAP Property and constructed prior to the issuance of the 50<sup>th</sup> Occupancy Permit for the LAP Property.

#### 3.2.2 Ida Lee Park Contribution

LAP shall contribute \$1,000 per residential unit, at the time of issuance of the Zoning Permit for each residential unit, to the Town to be used for capital improvements to Ida Lee Park.

## 4. SITE DESIGN

### 4.1 Sidewalks

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

### 4.2 Design Guidelines

Development of the LAP Property will be subject to the Crescent Place Design Guidelines dated September, 2013 prepared by Lansdowne Development Group, including the building elevations included as an appendix to the Design Guidelines labeled "Appendix to Crescent Place Design Guidelines Elevations" dated September 2013 and revised through October 2013 prepared by Lessard. Staff shall review proposed construction on the LAP Property according to the Design Guidelines during the site plan application prior to the initial development of the LAP Property and prior to the issuance of each zoning permit for the initial construction of the buildings on the LAP Property. Once the initial construction

of any building on the LAP Property has been completed, the design review board for the POA created pursuant to Proffer 7, below, will review any proposed changes to the exterior elevations of the buildings.

#### 4.3 Energy Saving Design

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

#### 4.4 Dumpster Pad

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

#### 4.5 AT&T Property

The expansion of the building on the AT&T Property shall be consistent in design, scale, light fixtures and materials with the approved TLPF 2009-0008 for the latest addition to the existing building, which specifies the materials and colors for the following exterior building details: building siding materials, louvers, shingles, gutters and downspouts, exterior lighting fixtures, window and door pediments, railings and fascia. The height of the proposed expansion shall be the same or lower than the existing building. The site plan submitted for the AT&T building expansion shall include landscaping as shown on Sheet 4 of the CP for the AT&T Property. Staff shall review proposed construction on the AT&T Property during the site plan application for the proposed building expansion for consistency with the building design shown on TLPF 2009-0008.

#### 4.6 Entrance Gates Prohibited

In order to provide the ability for vehicular movement through the LAP Property, LAP agrees that gates shall not be erected at the two public street entrances to the LAP Property and that no barriers shall be erected within the LAP property, which would prevent vehicular movement through the LAP Property between the

two public street entrances. Notwithstanding the foregoing, LAP is permitted to erect security fences and gates at the LAP Property entrances onto Harrison Street and/or Industrial Court during active construction of the LAP Property until the time of issuance of the first occupancy permit for the LAP Property.

4.7 Filtrerra Devices

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

5. **FIRE AND RESCUE SERVICES**

5.1 Residential Uses

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

5.2 Non-residential Uses

Upon issuance of each Zoning Permit for each non-residential use, LAP shall provide the Town with a one-time cash contribution of TEN CENTS (\$.10) per gross square foot of commercial use on the LAP Property, for distribution to the fire and rescue companies providing primary service to the LAP Property. This contribution shall be divided equally between the primary servicing fire and rescue companies. Such contributions shall escalate on an annual basis with a base year of 2013, in accord with the CPI.

5.3 Cessation of Contribution

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

5.4 Emergency Vehicle Access During Construction

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

**6. UTILITIES**

6.1 Water System

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

6.2 Sanitary Sewer System

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

**7. PROPERTY OWNERS ASSOCIATION**

7.1 Town Review

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

7.2 Timing

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

7.3 Duties

The POA shall have, among its duties, snow removal, trash removal and the maintenance of all commonly owned facilities on the LAP Property including private roads and private access easements, private parking areas, private storm

drainage, private common areas, including the POA-owned open space, trails, greens, recreational facilities, bicycle parking facilities and play areas. The POA also shall administer the design review board established pursuant to proffer 4.2, above.

7.4 Garage Conversions

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

7.5 Private Parking Courts

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

7.6 Private Yard Maintenance

The POA documents shall include a provision making the POA responsible for maintaining the yards and landscaping of all of the lots within the LAP Property, including the individually owned lots for the single family attached dwelling units.

**8. CAPITAL FACILITIES CONTRIBUTION**

The LAP Owner shall provide, upon issuance of each occupancy permit for a dwelling unit, a one-time cash contribution in the amount of \$7,809 per each two-over-two-style multi-family dwelling unit, including the dwelling units located above the commercial uses and \$15,619 for each single-family-attached dwelling unit. This contribution may be used at the Town's discretion to offset the costs of constructing schools or off-site road improvements that will serve the LAP Property.

**9. TOWN PARKING LOT IMPROVEMENTS**

9.1 LAP shall construct the improvements to the Town-owned parking lot as depicted on Sheets 3 and 4 of the CP, subject to Town approval. These improvements will include the construction of a minimum of 67 parking spaces, improvements to the entrance, a ramp and stairs leading from the parking lot to buildings "A" and "B," a five-foot wide sidewalk from the LAP Property connecting to the sidewalk along Harrison Street and landscaping. These improvements will be bonded for construction prior to the issuance of the zoning permit for building "B" and constructed prior to the issuance of the first occupancy permit for building "B."

9.2 The POA can perform snow removal on the town parking lot, at its own discretion and expense, without reimbursement from the Town.

9.3 Bus Shelter on Town Lot

LAP shall install a bus shelter along Harrison Street on the Town-owned parcel in the location shown on Sheet 3 of the CP, subject to Town approval. This bus shelter will be bonded for construction with the plans for the improvements to the town parking lot prior to the issuance of the zoning permit for building "B" and installed prior to the issuance of the first occupancy permit for building "B."

9.4 Feature on Town Lot

LAP shall construct a gazebo or similar structure on the town-owned parcel in the location shown on Sheet 3 of the CP, subject to Town approval. The design and construction of this structure shall not exceed \$25,000. LAP shall submit the design for the structure concurrent with the plans for the town parking lot improvements to be provided pursuant to proffer 9.1, above. The town shall review the structure design concurrently with the town parking lot improvement plans. If the town approves the design for the structure, the structure will be bonded for construction with the plans for the improvements to the town parking lot prior to the issuance of the zoning permit for building "B" and constructed prior to the issuance of the first occupancy permit for building "B."

**10. NOISE ATTENUATION FOR AT&T BUILDING**

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

10.2 AT&T shall grant LAP permission to perform any such necessary measures as identified pursuant to Proffer 10.1, above, upon the AT&T property in existence once the parcel boundaries are adjusted between the LAP Property and the AT&T Property as shown on Sheet 3 of the CP. Any additions to the AT&T building shall be designed such that the noise level generated from the building will not

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

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

**11. ASSIGNMENT OF PROFFER RESPONSIBILITY**

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

**12. WAIVERS AND MODIFICATIONS**

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

**13. BINDING EFFECT**

The undersigned LAP owner of record of the LAP Property and the undersigned AT&T owner of record of the AT&T Property do hereby voluntarily proffer the conditions stated above, which conditions shall be binding on the Applicant, its successors and assigns

TLZM 2012-0003, Crescent Place  
Proffer Statement  
October 8, 2013

shall have the effect specified in Section 15.2-2303, et seq. of the Code of Virginia (1950), as amended.

[SIGNATURES ON FOLLOWING PAGES]

TLZM 2012-0003, Crescent Place  
Proffer Statement  
October 8, 2013

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

Leesburg Acquisition Partners LLC  
a Virginia limited Liability Company

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

Name: Leonard S. Mitchel  
Its: Managing Partner

State of \_\_\_\_\_  
City/County of \_\_\_\_\_, to-wit:

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

Given under my hand this \_\_\_\_ day of \_\_\_\_\_, 2013

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

My Commission Expires:

\_\_\_\_\_  
Date

TLZM 2012-0003, Crescent Place  
Proffer Statement  
October 8, 2013

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

AT&T Corp.

a New York Corporation

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

Name: Robert R. Ericksen

Its: Real Estate Manager

State of \_\_\_\_\_  
City/County of \_\_\_\_\_, to-wit:

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

Given under my hand this \_\_\_\_ day of \_\_\_\_\_, 2013

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

My Commission Expires:

\_\_\_\_\_  
Date

TLZM 2012-0003, Crescent Place  
Proffer Statement  
October 8, 2013

## EXHIBIT A

Crescent Place Rezoning Concept Plan and Proffer Amendment

Prepared by Bowman Consulting

Dated November 20, 2012 and Revised through October 8, 2013