

County of Loudoun
Department of Planning
MEMORANDUM

DATE: March 30, 2010

TO: Judi Birkitt, Project Manager
Land Use Review

FROM: Marie Genovese, AICP, Planner
Community Planning

SUBJECT: ZMAP 2008-0021, Kincora Village Center – Fourth Referral

The applicant has responded to Community Planning's third referral dated November 24, 2009. The Planning Commission held a public hearing on the rezoning application on October 15, 2009 and worksessions on January 14, 2010, February 4, 2010, and March 10, 2010. Prior to the February 4th worksession, staff received the response to third referral comments. Several issues remain outstanding, including the primary issue pertaining to inconsistency with the designated planned land use. Staff has included a bulleted list of outstanding issues to facilitate the review of the application. A more detailed discussion of the outstanding issues follows. This referral should be considered an addendum to the third referral.

SUMMARY OF OUTSTANDING ISSUES

For a more detailed discussion of outstanding issues please refer to pages 9-31.

- Residential land uses are not permitted in Keynote Employment areas or within this area of the Route 28 Tax District
- If the PC wishes to proceed with the application as proposed, recommend Regional Office Land Use Mix for the north and Keynote Employment Land Use Mix for the south (See page 10, Table 2 and page 12, Table 4)
- Residential uses should be reduced to a maximum of 720 units. Retail uses should be reduced to a maximum of 170,810 square feet (5% of residential and office uses proposed) and a maximum of one full service hotel.
- Phasing needs to be revised to ensure that office is the predominant use in each phase. Of the 3.7 million square feet of office uses proposed as part of this application and the approved SPEX, staff has no assurance that more than 800,000 square feet of office uses will be developed (See page 18, Table 5). Staff recommends revising phasing of the development consistent with Table 6 on page 19 to ensure a balance of uses in each phase with office as the predominant uses.

- Commit to higher intensity office uses fronting Pacific Boulevard in the early phases of the development to ensure that office uses are not only the predominant use on the site, but also the predominant feature when viewed from periphery roads.
- Concerns with regards to development phasing and transportation phasing (if developed without a CDA). As stated above, there are no commitments beyond the minimum 800,000 square feet of office (see page 18, Table 5). The project may develop all but 20 hotel rooms, all but 331 residential dwelling units, and the entire 398,825 square feet of retail uses before the Pacific Boulevard connection across Broad Run is required in Transportation Phase 2B. All of the hotel rooms, residential dwelling units, and retail uses may be developed prior to any construction or dedication of right-of-way for Gloucester Parkway.
- Proffer IB2 provides that at least 200,000 square feet of the 398,825 square feet of commercial retail and service uses will be employment supportive and provides examples of such uses. One such example is retail sales establishments that are located on the first floor of a multi-story office or residential building. Staff notes the applicant has reduced the maximum size of retail uses to 60,000 square feet for a grocery store, health and fitness center, and specialty retail sales establishment offering merchandise and programs related primarily to outdoor recreational uses and activities and 30,000 square feet for all other uses. As stated in previous referrals, individual stores larger than 50,000 square feet are intended to locate in Destination Retail Centers. In addition, the 30,000 square foot limitation for all other retail uses is inconsistent with the Plan as commercial retail and service uses within a mixed-use development should be small scale, pedestrian-oriented uses. Large scale retail uses serve a regional market, relying almost solely on automobile access which is not consistent with a pedestrian-oriented mixed-use development. Recommend revising Proffer IB2 to state that no less than half of the proposed non-hotel commercial retail uses will be located within mixed-use buildings containing two or more uses.
- Revise Proffers and the Design Guidelines committing to design controls that ensure any free standing retail use functions appropriately as part of a pedestrian-oriented mixed-use development (i.e. multi-story building, multiple façade treatments giving the appearance of smaller scale retail uses, etc.)
- Revise proffers prohibiting hotel uses to be located adjacent to Pacific Boulevard
- Include a market study to assess whether or not the proposed retail and hotel uses are financially able to support themselves and not depend upon a population already served by existing and proposed developments.
- Civic space should be 5% of the total land area rather than total floor area
- Relocate civic space to the terminus of Road 6 within Land Bay D creating a focal point for the development
- No guarantee as to the types of civic space provided beyond the proffered plaza areas and public use site. No commitments to amenities within proffered plaza areas. No information as to the types of amenities within the plaza area adjacent to Land Bay D and within Land Bay F. Recommend revising Proffers IB5 and IH to include minimum types of amenities provided.
- Appears that areas labeled as civic space on the Civic Space Exhibit (Sheets 32 and 33) would not meet the Plan's intent for civic space (appears that parking lot islands are being

counted and the area north of Road 10 labeled as surface parking on the Concept Plan). Furthermore, the Civic Space Exhibit depicts an 81,000 square foot central plaza; however, Proffer IH only commits to a 10,000 square foot plaza.

- Revise Sheets 32 and 33 to accurately show civic space consistent with the Plan.
- Revise Proffer IH to state that the plaza within Land Bay J will be provided prior to or concurrent with the issuance of an occupancy permit for either the 401st residential dwelling unit, inclusive of the “ADU-Equivalent” Units and the Unmet Housing Needs Units or the 325,001st square foot of non-residential uses.
- Revise Proffer IB6 to state “A minimum of 10% of the land area of the property shall be devoted to parks and/or open space; no more than 50% of which shall be located within the River and Stream Corridor Resource and no more than 25% of which shall be located within required buffers or “leftover spaces”.
- Revise Proffer VL2 to state “Each building containing residential uses shall be located within 300 feet of an active open space area at least 2,500 square feet in size”.
- Revise Sheets 34 and 35 to show open space consistent with Plan policies.
- Proffers should include timing commitments for active open space
- Need to have triggers associated with all design proffers. Recommend adding that the proffered design elements under Proffer V will be demonstrated at the time of site plan.
- Curb cuts break up the sidewalk, reduce pedestrian safety, and detract from pedestrian-oriented uses. For these reasons, staff continues to recommend committing to no curb cuts along Roads 2, 6, 8, and 9, except for the provision of hotel entrances, if applicable.
- Staff notes that an additional travel lane in one direction has been added to Roads 1 and 2 since the last referral. The design of these roadways should take into account pedestrian crossings.
- Staff continues to recommend revising the Concept Plan, aligning Roads 8 and 9 to create a full intersection with Roads 2 and 6.
- To create an interesting and varied street environment, staff continues to recommend the applicant revise the submitted proffers and Design Guidelines to include the following:
 - Prohibiting principal entrances from facing a parking structure or surface parking;
 - A minimum of 80% of all block frontages along Roads 2, 6, 8, and 9 will be lined with buildings. Open spaces such as plazas, courtyards, public greens, and other outdoor gathering spaces will be excluded from the calculation; and
 - Retail and commercial service uses will be oriented so that they are not visible from Route 28, Pacific Boulevard, and Gloucester Parkway.
- Staff notes that Proffer II provides that buildings with frontage along the west side of, and within 100 feet of Pacific Boulevard within Land Bays B, F, and J with no intervening buildings between such buildings and Route 28, shall be constructed to a minimum of 4 stories or 50 feet. However, staff notes that Proffer VL1 permits buildings in Land Bays B, F, J, and N fronting on Route 28 or Pacific Boulevard to be setback a maximum of 150 feet. Recommend removing “and within 100 feet” from Proffer II. Architectural Massing Standard #7 in the Design Guidelines should also be amended to state “Buildings in Land Bays B, F, J, and Q, with no intervening buildings between such buildings and Pacific Boulevard or Route 28 shall be constructed to a minimum of four stories or 50 feet in height.”
- Parking area screening is not shown for Roads 8, 9, 11, and 12.

- To mitigate the impacts of parking on the development, staff continues to recommend the applicant revise the submitted proffers and Design Guidelines to include the following:
 - Prohibiting surface parking at full build-out adjacent to Roads 2, 6, 8, and 9;
 - Shielding parking structures at full build-out with liner buildings along Roads 2 and 6;
 - Locating parking to the rear of the buildings they serve, within the interior of blocks, with access from alleys or streets which do not conflict with pedestrian access. The only exception will be for Pacific Boulevard and Route 28; and,
 - Prohibiting parking structures at full build-out from locating along blocks where the parking structure is the sole use.
- Typical Roadway Sections on page 10 of the Design Guidelines and Sheet 18A of the Concept Plan show Typical Sections for Route 28 and Pacific Boulevard for Land Bays N and Q with more than one row of parking and more than one travel lane adjacent to Route 28 and Pacific Boulevard inconsistent with Proffer VL1
- Remove FSM and LSDO waivers from proffers and Sheet 14 of the Concept Plan
- Additional Design Guidelines revisions beyond what is discussed above:
 - Streets and Block Standards, pg. 5: “For blocks greater than 400’ in length a mid-block feature for the purposes of dividing the length of the block ~~should~~ will be provided”
 - IVC. On-street parking, pg. 6: Remove the second sentence. This will require an FSM waiver.
 - IVD. Shared parking facilities, pg. 6: #3 should be feasible
 - Streetscape Standards, pg. 11: #1 Revise to state that all streetscapes will provide
 - Streetscape Standards, pg. 13: #7d and #7f refer to streetscape elements (street furniture zone and passenger transition zone) that have been removed from the Design Guidelines
 - Streetscape Standards, pg. 14: #8 Change should to will and remove typically
 - Streetscape Standards, pg. 14: #10 and #12 Change should to shall
 - Streetscape Standards, pg. 14: #13 Add “such as at parks and plazas” at the end of this standard
 - Pedestrian Ways Standards, pg. 16: #3 Change should to shall
 - Pedestrian Ways Standards, pg. 16: #4 Add “Except for trails located within the River and Stream Corridor Resource which shall consist of a permeable material only”
 - Pedestrian Ways Standards, pg. 16: #5 Change the last sentence to read “Pedestrian scale lighting will be provided sufficient to illuminate the walkway and seating areas”
 - Outdoor Plazas Standards, pg. 18: #4 Currently there is not a plaza located within Land Bay D
 - Outdoor Lighting Standards, pg. 20: Add #8 “Light intensity will only be for its intended purpose”
 - Outdoor Furniture Standards, pg. 23: #4 Change should to shall for “Seating areas ~~should~~ shall not obstruct building entrances nor restrict clear movement zones.”

- Outdoor Furniture Standards, pg. 23: #6 Change should to shall for “Bicycle racks ~~should~~ shall not obstruct building entrances nor restrict clear movement zones.”
 - Outdoor Dining and Sidewalk Cafes Standards, pg. 26: #6 Add “are” to the last sentence to read “Paint, grass, artificial turf, carpet, platforms, and any interior finish materials or treatments are not allowed.”
 - Utility Service Standards, pg. 27: Remove #4 telecommunication facilities are permitted in the PD-MUB Zoning District by SPEX.
 - Façade Treatment Standards, pg. 35: #7 Change “should be” to “are” to read “Long, flat façades ~~should be~~ are discouraged.”
 - Storefronts and Grade Level Spaces Standards, pg. 39: #6 Change “should” to “will”
 - Residential Buildings and Frontages Statement of Intent, pg. 39: #1 Change to read “Residential uses are encouraged in Kincora Land Bays A, C, D, E, and portions of F.”
 - Fencing and Railings (And Temporary Barricades) Standards, pg. 45: #3 In the last sentence change “color of colors” to “color or colors”
 - Loading and Trash Collection Areas Statement of Intent, pg. 45: #2 Change “should” to “shall” in the last sentence to read “At a minimum, landscape shielding ~~should~~ shall conceal service areas from roadways and residential uses...”
 - Loading and Trash Collection Areas Standards, pg. 46: #1b Change the last sentence to read “Service area frontage along Roads 2, 6, 8, and 9 ~~should be is prohibited, unless appropriately shielded.~~”
 - Tree and Planting Recommendations Standards, pg. 49: #8 In the second sentence change “trees” to “tree pits”
 - Park Landscaping, pg. 51: Staff notes that the Narrative discusses more than just landscaping of parks, plazas, and squares. Staff also notes that there are no standards associated with park landscaping.
 - Planters Standards, pg. 52: #1 Change “should” to “shall”
 - Planters Standards, pg. 53: #2 refers to the street furniture zone; however, this streetscape element is no longer included in the Design Guidelines
 - Planters Standards, pg. 53: #5 Add “Planters shall complement the building façade they adjoin in both color and finish materials”
 - Signage Design Standards: Recommend removing as signage will have to be consistent with the Zoning Ordinance
- The Concept Plan should be revised to show Land Bays N and Q outside of the river and stream corridor resource.
 - Revise the 1,400 foot and 700 foot rookery radius to accommodate the additional heron nests
 - Revise Proffer IIA to state construction activities that will result in excessive disturbance (e.g., clearing, grading, external construction) will not occur within the 1,400 foot rookery radius during the heron nesting season from February 15th to June 30th each year.
 - Revise Proffer IID to include minimum acreage requirements for each restoration activity on

the Broad Run Restoration Concept Plan.

- Revise Proffer IIF to state that the applicant shall preserve a minimum of 80% of the existing tree canopy within areas labeled as Tree Preservation Outside Riparian Forest Preservation on Sheets 22 and 23 so as not to confuse with areas labeled as Riparian Forest Preservation which should be preserved in its entirety.
- Revise Proffer IIIH to state “the Owner shall demonstrate compliance with the aforementioned acoustical analysis with the goal of mitigating noise levels that approach or exceed the Noise Abatement Criteria identified in the Countywide Transportation Plan for noise sensitive uses on the Property”.
- Since the County does not define workforce housing, staff recommends removing this reference from the proffers
- Recommend revising the proffers stating that the affordable dwelling units shall be administered consistent with Article 7 of the Zoning Ordinance and Chapter 1450 of the Loudoun County Codified Ordinance.
- Recommend committing to a certain portion of the residential dwelling units to serve individuals with incomes below 30% of the AMI.
- A rental unit up to 100% of the Washington Metropolitan AMI is comparable to a market rate rental unit (approximately \$2500 per month) and would not address the County’s unmet housing needs. Staff recommends the applicant revise the proffers stating that any Unmet Housing Need Unit provided as a rental unit will be provided for rental households whose income is less than 60% and for-sale condo units for households earning up to 100% of the Washington Metropolitan AMI. The applicant should also provide commitments to a variety of unit types, including sizes and number of bedrooms to accommodate various needs within the County.
- Recommend revising the proffers calling for the interspersion of the “ADU-Equivalent Units” and the Unmet Housing Needs Units throughout the development.
- Recommend revising Proffer ID to state that the affordability requirement for all “ADU-Equivalent Units” and the Unmet Housing Needs Units shall be a minimum of 20 years for rental units and a minimum of 15 years for for-sale condo units.
- Staff requests information regarding the administration of the “ADU-Equivalent Units” and the Unmet Housing Need Units subject to a federal and state affordable housing program.
- As neither the “ADU-Equivalent Units” nor the Unmet Housing Need Units are consistent with Article 7 and Chapter 1450 of the Codified Ordinance there will be administrative costs associated with administering the units as defined in the proffers (Proffer ID). Staff recommends updating the proffers to include a monetary contribution to be used by the County to administer the “ADU-Equivalent Units” and the Unmet Housing Need Units.
- The applicant has revised the proffers to include conveyance of three acres within Land Bay E to the Windy Hill Foundation (Proffer IE). The applicant shall convey the three acres to the Windy Hill Foundation through a separate, private agreement between the Owner and the Windy Hill Foundation. Since this is a private agreement between the applicant and a third party with no County involvement, staff recommends removing this from the proffers.
- Recommend revising Proffer VM committing to the incorporation of universal design for a certain percentage of the residential units.

- The capital facility impact of the proposed development is \$33,261,200. The applicant has included a Draft Capital Facilities Contribution sheet dated January 4, 2010 with this submission. All 1400 residential dwelling units should be included in the capital facility calculation as there are no affordable dwelling units that meet Article 7 of the Zoning Ordinance. Staff notes that some of the facilities included on this sheet for capital facility credit are not consistent with the County standards (i.e., Broad Run Floodplain and Broad Run Toll House Preservation Activities) and therefore cannot be counted towards mitigating the capital facility impacts associated with the proposed project. Furthermore, staff notes that Proffer IB4 has been amended to state that residential uses on the subject property may be developed on the property by-right or by a future approved special exception. As single-family attached units are permitted within the PD-MUB Zoning District by SPEX, staff has concerns that the impacts may be higher than calculated. In addition, since this is an area where residential uses are not anticipated, the capital facility impacts may be higher than what has been calculated. Staff recommends the impacts of the proposed development be mitigated. Staff recommends revising Proffer IIB4 removing any reference to residential uses by a future special exception.
- Staff recommends removing the Broad Run Floodplain dedication and the Broad Run Toll House Preservation Activities from the capital facility credit.
- If the Broad Run Floodplain dedication is not used towards meeting the open space preservation program, staff recommends the applicant contribute land or provide an open space easement contribution (See Attachments 2 and 3 for calculation).
- Proffer IA provides “the Owner shall have reasonable flexibility to modify the location of uses and layout shown on the Concept Plan to accommodate final engineering and development ordinance requirements, provided such changes are: (i) in substantial conformity with the approved Concept Plan and Proffers; (ii) do not increase total permitted square footage; and (iii) do not decrease the minimum amount of open space or peripheral setbacks shown to be provided on the property.” As substantial conformance is defined in the Zoning Ordinance and the Concept Plan only depicts land bays and roadways with specific commitments to the uses within each land bay, staff recommends removing this statement.
- Proffer IA provides that building locations and footprints and associated parking areas and structures identified on the Concept Plan are for illustrative purposes and are subject to change by the Owner. Staff recommends removing this statement as the proffers state that Sheets 8-12 of the Concept Plan illustrate the layout proposed for the development of the Property and indicate development limitations on the Property. As building locations and footprints and associated parking are shown on the Illustrative Layout Plan (Sheets 29 and 30), which is for illustrative purposes only, staff recommends removing this statement from the proffers.
- Proffer IVB should be revised to state “Dedication of River and Stream Corridor Resources and Trails”. Staff recommends revising the first sentence to state the Owner shall dedicate to the County the approximately 162.11 acre river and stream corridor resources of the Broad Run. Staff notes that floodplain extends east of Pacific Boulevard in Land Bays N and Q.

Concept Plan Revisions:

- Areas on both sides of Land Bay D are labeled for employment and retail uses (Sheet 11 and 12), but are not assigned to a specific land bay.
- Proffer IG2 provides that if an application for a performing arts center has not been filed within 10 years of the rezoning approval, the two-acre performing arts center site proposed within Land Bay J may be relocated to a two-acre site within the northern portion of the property. There is no indication where this two-acre site would be located and how the relocation of the two-acre site would impact the land bay square footages provided on Sheet 13.
- Remove Note 13 from the Cover Sheet as building footprints and locations, architectural designs and building elevations are for shown for illustrative purposes only.
- Revise Note 23 on the Cover Sheet removing open space as Note 26 provides that open space will be provided in accordance with the Zoning Ordinance and the Revised General Plan.

OUTSTANDING ISSUES

LAND USE

Residential uses are specifically precluded within areas planned for Keynote Employment uses (*Revised General Plan, Chapter 6, Keynote Employment Centers Text*). Furthermore, the subject property is also located within the Route 28 Highway Improvement Tax District, which limits residential development to three specific locations as well as areas designated as high density residential on the Planned Land Use Map (*Revised General Plan, Chapter 6, General Residential Policy 3*). The subject site is not located in an area within the Route 28 Tax District where residential uses are permitted.

Until such time as the Board of Supervisors changes policies regarding such uses within Keynote Employment areas, staff can only support an application that meets current policies.

The proposed residential land uses are not consistent with the Keynote Employment policies of the Plan. Staff recommends the applicant remove residential land uses from the proposal. Until the Board of Supervisors provides a different vision for this area, staff can only support Destination Retail or Keynote Employment uses on the subject property.

LAND USE MIX – The anticipated Keynote Employment land use mix for the subject property is shown in Table 1 below. The estimated floor area is based on a 0.4 floor area ratio (FAR).

Table 1: Keynote Employment Land Use Mix

Keynote Employment Land Use Categories	Minimum Required – Maximum Permitted¹	Equivalent Land Area²	Estimated Floor Area³	Proposed
High Density Residential	0%	0%	0%	1400 dwelling units
Regional Office	70% - 85%	236 acres – 286 acres	4.1 mil. sq. ft. – 4.9 mil. sq. ft.	2.8 mil. sq. ft.
Commercial Retail & Services ⁴	0% - 10%	0 – 34 acres	205,303 sq. ft. – 249,296 sq. ft.	873,825 sq. ft.
Public & Civic ⁵	5% - no maximum	16.8 acres	16.8 acres	277,000 sq. ft.
Public Parks & Open Space ⁶	10% - no maximum	33.7 acres	33.7 acres	33.7 acres

¹As a percentage of total land area

²Based on 336.64 acres

³Based on 0.4 FAR

⁴Retail Plan limits retail to 5% total non-residential floor area (205,303 square feet – 249,296 square feet)

⁵Public & Civic space is calculated based on a percentage of the gross land area (see further civic space discussion below)

⁶Public Parks & Open Space is calculated based on a percentage of the gross land. Total open space provided has been calculated based on Plan policies (i.e. no more than 50% of the required open space can be located within the river and stream corridor resource).

As shown in Table 1 above, the applicant is proposing residential uses in an area where they are not permitted, office uses do not meet the minimum anticipated, and commercial retail and service uses exceed what is permitted by Plan policy.

As stated above, staff cannot support the proposed rezoning; however if this application is considered further it may be appropriate to use the recommended land use mix for Regional Office developments as outlined in Table 2 below for the northern portion of the property since this portion of the Kincora project resembles a mixed-use regional office development and the Keynote Employment land use mix outlined in Table 3 for the southern portion of the property where the application is not proposing a residential component. The proposed residential and retail uses proposed for the northern portion of the site exceed what is permitted in the Plan.

Table 2: Regional Office Land Use Mix – Northern Portion of the Subject Property

Regional Office Land Use Categories	Minimum Required – Maximum Permitted¹	Equivalent Land Area²	Estimated Floor Area/Dwelling Units Per Acre³	Proposed
High Density Residential	15% - 25%	27 acres – 45 acres	432 dus – 720 dus	1400 dwelling units
Regional Office	50% - 70%	90 acres – 126 acres	1.5 mil. sq. ft. – 2.2 mil. sq. ft.	1.9 mil. sq. ft.
Commercial Retail & Services ⁴	0% - 10%	0 – 18 acres	109,771 sq. ft. – 141,134 sq. ft.	844,825 sq. ft.
Light Industrial/Flex	0% - 20%	0 – 36 acres	627,264 sq. ft.	0
Overall Commercial & Light Industrial	0% - 20%	0 – 36 acres		844,825 sq. ft.
Public & Civic ⁵	5% - no maximum	9 acres	9 acres	207,000 sq. ft. (4.75 acres)
Public Parks & Open Space ⁶	10% - no maximum	18 acres	18 acres	18 acres

¹As a percentage of total land area

²Based on 180 acres

³Non-residential uses based on 0.4 FAR, Residential uses based on 16 dwelling units per acre

⁴Retail Plan limits retail to 5% total non-residential floor area (109,771 square feet – 141,134 square feet). Please note that the total amount of retail includes light industrial/flex square footage that taken together cannot exceed 20% of the gross land area; therefore, this number is higher than what could be achieved.

⁵Public & Civic space is calculated based on a percentage of the gross land area (see further civic space discussion below)

⁶Public Parks & Open Space is calculated based on a percentage of the gross land. Total open space

provided has been calculated based on Plan policies (i.e. no more than 50% of the required open space can be located within the river and stream corridor resource).

The applicant proposes that the northern portion of the site constitutes 205 acres. The issue is the amount of floodplain that is used for calculating the land use mix. Staff has calculated the amount of land area at approximately the halfway point of the conservation area, between the northern and southern areas of the special exception application (SPEX 2008-0054) (Sheet 10) while the applicant has calculated the northern portion of the site north of Land Bay N. The area north of Land Bay N within the approved special exception area (SPEX 2008-0054) is proposed for office use more closely related to Keynote Employment. The land use mix per the applicant's calculations is provided below in Table 3.

Table 3: Regional Office Land Use Mix – Northern Portion of the Subject Property per Applicant's Calculations

Regional Office Land Use Categories	Minimum Required – Maximum Permitted¹	Equivalent Land Area²	Estimated Floor Area/Dwelling Units Per Acre³	Proposed
High Density Residential	15% - 25%	31 acres – 51 acres	492 dus – 820 dus	1400 dwelling units
Regional Office	50% - 70%	103 acres – 144 acres	1.7 mil. sq. ft. – 2.5 mil. sq. ft.	1.9 mil. sq. ft.
Commercial Retail & Services ⁴	0% - 10%	0 – 21 acres	125,017 sq. ft. – 160,736 sq. ft.	844,825 sq. ft.
Light Industrial/Flex	0% - 20%	0 – 41 acres	714,384 sq. ft.	0
Overall Commercial & Light Industrial	0% - 20%	0 – 36 acres		844,825 sq. ft.
Public & Civic ⁵	5% - no maximum	10.3 acres	10.25 acres	207,000 sq. ft. (4.75 acres)
Public Parks & Open Space ⁶	10% - no maximum	20.5 acres	20.5 acres	20.5 acres

¹ As a percentage of total land area

² Based on 205 acres

³ Non-residential uses based on 0.4 FAR, Residential uses based on 16 dwelling units per acre

⁴ Retail Plan limits retail to 5% total non-residential floor area (125,017 square feet – 160,736 square feet). Please note that the total amount of retail includes light industrial/flex square footage that taken together cannot exceed 20% of the gross land area; therefore, this number is higher than what could be achieved.

⁵ Public & Civic space is calculated based on a percentage of the gross land area (see further civic space discussion below)

⁶ Public Parks & Open Space is calculated based on a percentage of the gross land. Total open space provided has been calculated based on Plan policies (i.e. no more than 50% of the required open space can be located within the river and stream corridor resource).

Staff recommends updating the submitted plats and proffers reducing the amount of residential to a maximum of 720 dwelling units and reducing the amount of

commercial retail and service uses (see further discussion regarding reducing the number of hotels to one below). If the applicant's demarcation between the northern and the southern portions of the site is used, staff recommends reducing the amount of residential to a maximum of 820 dwelling units.

Table 4: Keynote Employment Land Use Mix – Southern Portion of the Subject Property

Keynote Employment Land Use Categories	Minimum Required – Maximum Permitted ¹	Equivalent Land Area ²	Estimated Floor Area ³	Proposed
Regional Office	70% - 85%	108.5 acres – 131.8 acres	1.9 mil. sq. ft. – 2.3 mil. sq. ft.	950,000 sq. ft.
Commercial Retail & Services ⁴	0% - 10%	0 – 34 acres	94,525 sq. ft. – 114,781 sq. ft.	29,000 sq. ft.
Public & Civic ⁵	5% - no maximum	7.75 acres	7.75 acres	70,000 sq. ft. (1.61 acres)
Public Parks & Open Space ⁶	10% - no maximum	15.5 acres	15.5 acres	15.5 acres

¹As a percentage of total land area

²Based on 155 acres

³Based on 0.4 FAR

⁴Retail Plan limits retail to 5% total non-residential floor area (94,525 square feet – 114,781 square feet)

⁵Public & Civic space is calculated based on a percentage of the gross land area (see further civic space discussion below)

⁶Public Parks & Open Space is calculated based on a percentage of the gross land. Total open space provided has been calculated based on Plan policies (i.e. no more than 50% of the required open space can be located within the river and stream corridor resource).

Although the amount of office uses proposed in the southern portion of the subject property is less than what the Plan would anticipate, staff finds that the amount proposed is reasonable given the amount of floodplain.

Retail – Commercial retail and service uses are limited to either 10% of the gross land area (Revised General Plan) or 5% of the gross floor area (measured in square feet) of the non-residential uses in the development (Retail Plan), whichever is less. Based on the floor area of the office proposed in the northern portion of the subject property, 1,872,200 square feet, the applicant is limited to 93,610 square feet of employment supportive retail uses. The applicant is proposing 873,825 square feet of commercial retail and service uses, which includes two hotels. This represents approximately 31% of the gross floor area of the proposed office land uses. Permitting additional commercial retail and service uses to serve the residential uses (if permitted) may be reasonable. However, 5% of the office and residential square footage would only result in 218,310 square feet of commercial retail and service uses.

Staff recommends the applicant reduce the amount of non-hotel commercial retail and service uses to a maximum of 218,310 square feet and the number of hotels to no more than one (see further discussion regarding hotel uses below).

Staff notes Proffer IB2 provides that at least 200,000 square feet of the 398,825 square feet of commercial retail and service uses will be employment supportive and provides examples of such uses. One such example is retail sales establishments that are located on the first floor of a multi-story office or residential building. The applicant has reduced the maximum size for retail uses to 60,000 square feet for a grocery store, health and fitness center, and specialty retail sales establishment offering merchandise and programs related primarily to outdoor recreational uses and activities and 30,000 square feet for all other uses. As stated in previous referrals, individual stores larger than 50,000 square feet are intended to locate in Destination Retail Centers. In addition, the 30,000 square foot limitation for all other retail uses is inconsistent with the Plan as commercial retail and service uses within a mixed-use development should be small scale, pedestrian-oriented uses. Large scale retail uses serve a regional market, relying almost solely on automobile access which is not consistent with a pedestrian-oriented mixed-use development.

Staff continues to have concerns regarding the amount and scale of retail uses proposed. There is no guarantee that any retail use on the subject property will be less than 30,000 square feet. As currently proposed there is no assurance that the site will develop with the small scale retail uses envisioned for a pedestrian-oriented mixed-use development.

Staff recommends the applicant revise Proffer IB2 stating that no less than half of the proposed non-hotel commercial retail uses will be located within mixed-use buildings containing two or more different uses. Staff also recommends revising the Proffer Statement and Design Guidelines committing to design controls that ensure any free standing retail uses function appropriately as part of a pedestrian-oriented mixed-use development (i.e., multi-story building, multiple façade treatments giving the appearance of smaller scale retail uses, etc.).

Hotel – The submitted proffers (IB3) provide that up to 2 hotels will be located on the subject site not to exceed a total of either 475,000 square feet or 570 rooms and that at least one of the hotels shall be a “full service hotel” including a range of services and amenities, including a minimum 3,500 square foot sit-down restaurant, room service, concierge services, and a minimum of 3,500 square feet of meeting rooms. The Concept Plan displays two separate locations in the northern portion of the subject property adjacent to Route 28 for potential hotel uses. While the applicant has reduced the number of proposed hotels, staff continues to question the need for more than one hotel use on the subject site given the amount of hotels located along the Route 28 Corridor as well as the number of hotels that are approved but unbuilt at this time. Many of the existing hotels within the Route 28 Corridor are select service or limited

service hotels (hotels without food and beverage service and with few or no amenities such as meeting facilities, pool, fitness center, business center, etc.). The Lodging Market Data Book provided to the Loudoun Convention and Visitors Association (LCVA) by Smith Travel Research (STR)¹, indicates a 29% increase in room supply over the last five years². While STR reports that hospitality services within Loudoun County continue to sustain an acceptable rate of occupancy in light of the increase in room supply and rising transportation costs throughout the region, a surplus of room supply, especially within a particular hotel segment, can negatively impact room revenue. An additional select service or limited service hotel on the subject property would expand an already large market within the Route 28 Corridor. Staff does not support locating hotel uses adjacent to Route 28 in an area where office uses should be located.

Staff recommends limiting the number of hotels to one and that no hotel will be located along Pacific Boulevard.

Market Study – The Retail Plan states that all applications for commercial retail rezonings must include a statement describing the catchment or market area to be served as well as a statement of justification that contains an analysis of existing and proposed competing projects (*Retail Plan, General Retail Policy 4*). The intent of this policy is to ensure that proposed retail uses are viable in the long-term and do not lead to an oversaturation of the market and an excess of total retail floor space in relation to the population served. Staff continues to have concerns regarding the number of hotels proposed given the number of developed and approved hotels within the Route 28 Corridor as well as the amount and scale of proposed retail uses. A market study would be useful to help identify to what extent retail development will be feasible in this project over time, including the proposed hotel use(s). The analysis should include an assessment demonstrating what impacts, if any, the proposed retail and commercial service floor space will have on existing and approved developments within the market area. The response to staff's comments provides that a market summary and fiscal impact analysis will be provided under separate cover. To date staff has not received this information.

Staff continues to request a market study be submitted to assess whether or not the proposed retail uses and hotel uses are financially able to support themselves and not depend upon a population already served by existing and proposed developments.

Civic Space

Civic space includes community centers, small churches, fire and rescue facilities, schools, non-profit day care centers, plazas, public art, and entrance features (*Revised General Plan, Chapter 6, Open Space Policy 2 & Glossary*). The submitted proffers provide that a minimum of 5% of the total floor area to be constructed on the property

¹ Smith Travel Research, Standard Historical Trend, Loudoun County, Virginia, January 2006 – April 2008

² Based on census rooms January 2003 and April 2008, Lodging Market Data Book, June 9, 2008.

will be devoted to public/civic/institutional uses, which would equate to approximately 6 acres³ (Proffer IB5). The land use mix as defined in the Plan however calls for 5% of the total land area or 16.83 acres to consist of civic uses.

The Concept Plan and proffers have been revised to show three 10,000 square foot plaza locations: within land bays F and J and south of Land Bay D (between Road 4 and Road 5) (Proffer IH) and a five-acre public use site (Proffer VIA). While the submitted proffers provide examples of the types of uses that may count towards meeting the public/civic use requirement, there is no guarantee as to the types of civic uses that will be provided beyond the proffered plaza areas (Proffer IH) and the public use site (Proffer VIA). Furthermore, Proffer IH provides examples of the public amenities that may be included in the plaza area located within Land Bay J; however, no commitments have been included as to minimum amenities anticipated or the types of amenities provided in the other two plaza areas. Staff previously recommended the applicant provide civic space within Land Bay D at the terminus of Route 6. Civic space in this location will provide a focal point for the development. While the applicant is showing a minimum 10,000 square foot plaza south of Land Bay D, this location will not provide a focal point for the development.

The applicant has provided a Civic Space Exhibit (Sheets 32 and 33), which shows possible public, civic, and institutional uses totaling 15.06 acres and 81,000 square foot or 1.86 acre central plaza area; however the note on these sheets states that the locations and maximum amounts of civic space are for illustrative purposes only. Staff notes that many of the areas depicted as civic space on the Civic Space Exhibit would not meet the Plan's intent for civic space. For instance, it appears that parking lot islands are being counted towards civic space and the area north of Road 10 labeled as surface parking on the Concept Plan is delineated as civic space on the Civic Space Exhibit. Furthermore, while the Civic Space Exhibit depicts an 81,000 square foot central plaza, Proffer IH only commits to a 10,000 square foot plaza. As currently proposed the civic space component of the land use mix has not been met.

In a meeting with the applicant on March 18, 2010, a map was provided showing a reduced construction envelope for Pacific Boulevard avoiding the Broad Run Toll House and Bridge Ruins. The reduced construction envelope does clip a portion of the parcel but would allow the preservation of the Toll House in its current location. Staff notes that the Broad Run Toll House and Bridge Ruins are listed on the National Register of Historic Places and is designated as a local Historic Site District. Even though the new construction envelope would avoid the resource, the construction of Pacific Boulevard would visually impact the historic landscape associated with the resource. Staff recommends the applicant include the Toll House property as part of the rezoning application. The preservation of this significant County historic resource in its current

³ $5,517,025 \text{ square feet} \times 5\% = 275,851/43,560 = 6.33 \text{ acres}$. Sheet 13 depicts 277,000 square feet of civic space or 6.36 acres.

location could provide a valuable civic space component to the application helping to achieve the land use mix.

Staff recommends revising the proffers to include at least 5% of the total land area, or 16.83 acres as public and civic uses. The proffers should be updated committing to specific civic amenities, including the size and phasing of these uses, located throughout the site to ensure that the residents and employees will be adequately served. Staff recommends the applicant relocate the plaza between Road 4 and Road 5 to an area within Land Bay D at the terminus of Road 6 to provide a focal point for the community. Staff recommends the applicant commit to minimum amenities that will be provided within the three 10,000 square foot plaza areas. Staff recommends revising Sheets 32 and 33 to accurately show civic space consistent with Plan policies. Staff encourages the applicant include the Toll House property as part of the rezoning application as a civic component of the proposed development.

Parks and Open Space

The Plan calls for at least 10 percent (33.66 acres) of the gross land area to be dedicated to parks and open space uses (*Revised General Plan, Chapter 6, Regional Office Use Policy 2 & Keynote Employment Center Policy 4*). Open space shall consist of a mix of active, passive, and natural as appropriate and be within 1,500 feet of all dwelling units (*Revised General Plan, Chapter 6, Open Space Policies 1 & 4*). Buffer areas, "leftover spaces", stormwater management facilities (with the exception of wet ponds that are developed with year-round amenities), parking and street landscaping cannot account for more than 25% or 8 acres of the required open space (*Revised General Plan, Chapter 6, Open Space Policies 3 and 9*). While the river and stream corridor resource may count towards the open space requirement, no more than 50% or 16 acres may be satisfied by this area (*Revised General Plan, Chapter 6, Open Space Policy 6*).

Proffer IB6 provides that a minimum of 10% of the land area shall be devoted to parks and/or open space and includes a list of potential uses. Other than the provisions in Proffer VL2 no information has been provided regarding the minimum size of open space uses. Proffer VL2 includes the provision of open space amenities of 2,500 square feet within 300 feet of any building containing residential uses, except for tot lots which shall be a minimum of 5,000 square feet. Due to the high concentration of residents proposed as part of the application, it is important to ensure that there is adequate active open space.

Staff notes Proffer IB6 provides that no more than 50% of such parks and/or open space will be located within the River and Stream Corridor Resource and that no more than 25% of the required buffers and "leftover spaces" shall be credited toward the minimum 10% parks and/or open space. The wording as currently proposed is not consistent with Plan policies, no more than 25% of the required open space may be

located within buffers rather than 25% of the required buffers. It does not appear that the proffers have included timing commitments for open space areas located outside of the river and stream corridor resource.

The applicant has included an Open Space Plan (Sheets 34 and 35), which shows natural open space within the river and stream corridor resource, natural open space outside of the river and stream corridor resource, and remaining open space outside of the river and stream corridor resource. The notes on these sheets state that the locations and minimums of open space are for illustrative purposes only. It does not appear that open space has been correctly calculated. The Open Space Plan shows buffer areas counting towards meeting more than 25% of the required open space and no active open space is shown on these sheets.

Staff recommends revising Proffer VL2 to state “Each building containing residential uses shall be located within 300 feet of an active open space area at least 2,500 square feet in size”. Staff recommends revising Proffer IB6 to state “A minimum of 10% of the land area of the property shall be devoted to parks and/or open space; no more than 50% of which shall be located within the River and Stream Corridor Resource and no more than 25% of which shall be located within required buffers or “leftover spaces”. Staff recommends revising Sheets 34 and 34 to accurately depict open space consistent with the Plan. Lastly, staff recommends revising the proffers to include timing commitments for active open space areas.

PHASING

Policies call for a phasing plan to be included with all mixed-use projects to ensure a build-out relationship between residential and non-residential components of the project (*Revised General Plan, Chapter 6, Land Use Pattern and Design Policy 6*). Office uses should be the predominant use in terms of percentage of the site occupied in all phases of development (*Revised General Plan, Chapter 11, Light Industrial and Regional Office Design Guidelines*). The submitted proffers pertaining to linkages between non-residential and residential uses include uses approved as part of SPEX 2008-0054, Kincora Village – Office/Recreational Complex⁴. Table 5 on page 18 summarizes the commitments as proposed with the linkage proffer (Proffer IF).

⁴ SPEX 2008-0054, Kincora Village – Office/Recreational Complex, approved by the Board of Supervisors on July 21, 2009 is permitted to develop up to a 75,000 square foot baseball stadium, 901,211 square feet of office uses, and 74,000 square feet of retail uses.

Table 5: Proffered Phasing Linking Non-Residential Uses to Residential Development

Use ¹	Phase 1	Phase 2	Phase 3
Office	Minimum 150,000 square feet	Minimum 800,000 square feet	No further linkage limitation on timing of residential uses once occupancy permits have been issued for more than 1,500,000 square feet of non-residential uses on the rezoning property and/or the special exception property
	4% of the total office uses	22% of the total office uses	
Commercial Retail and Service	Up to 630,000 square feet	Up to 700,000 square feet	
	67% of the total commercial retail and service uses	74% of the total commercial retail and service uses	
Total Non-residential	780,000 square feet	1.5 million square feet	
	16% of the total non-residential uses	32% of the total non-residential uses	
Residential	Up to 928 dwelling units	Up to 1,153 dwelling units	
		82% of the total residential uses	
	66% of the total residential uses	Up to 1,303 dwelling units ²	
		93% of the total residential uses	

¹May include non-residential development approved with the SPEX 2008-0054.

²If a zoning permit has been issued for the baseball stadium proposed with SPEX 2008-0054, then the applicant may develop up to 1,303 dwelling units as part of Phase 2.

As shown in Table 5 above, there is a disproportionate amount of residential and commercial retail and service uses proposed when compared to the amount of office uses committed to in each phase. By the end of Phase 2, the residential and commercial retail and service uses are nearly fully developed, while the submitted proffers only commit to developing 21.5% or 800,000 square feet of the total office uses proposed. Proffer IF3 provides that once zoning permits have been issued for more than 1.5 million square feet of non-residential uses of which only 800,000 square feet are required to be office uses the remaining residential and commercial retail and service uses may be developed. Therefore, of the 3.7 million square feet of office uses proposed as part of this application and approved as part of SPEX 2008-0054 (Kincora Village-Office/Recreational Complex) there is no assurance that more than 800,000 square feet will be developed. The response to staff's comments provides that the applicant's phasing approach ensures that sufficient retail and residential amenities are provided in the initial phase to attract the desired office uses. The idea behind a mixed-use development is to create a community where individuals not only work, but where they can live and have convenient access to services, shops, and recreation. Therefore, there should be a balance between the uses in each phase of development ensuring the employees working in the community the best opportunity to reside in the units. One way to ensure a balance of uses is to adhere to the land use mix percentages for each phase of development. Staff recommends the following phasing plan for the development:

Table 6: Recommended Phasing Linking Office Development with Commercial Retail and Service and Residential Development

Use ¹	Phase 1	Phase 2	Phase 3	Phase 4
Office	Up to 1,861,706 square feet	Up to 2,792,558 square feet	Up to 3,257,985 square feet	No further linkage limitation on timing of residential and commercial retail and services uses once occupancy permits have been issued for more than 3.3 million square feet of office uses on the rezoning property and the special exception property
	50% of the total office uses	50% of the remaining office uses	50% of the remaining office uses	
Commercial Retail and Service	Up to 94,783 square feet	Up to 180,087 square feet	Up to 256,861 square feet	
	10% of the total commercial retail and service uses	10% of the remaining commercial retail and service uses	10% of the remaining commercial retail and service uses	
Residential ²	Up to 350 dwelling units	Up to 613 dwelling units	Up to 809 dwelling units	
	25% of the total residential uses	25% of the remaining residential uses	25% of the remaining residential uses	

¹Includes non-residential development approved with the SPEX 2008-0054

²Includes "ADU-Equivalent Units" and Unmet Housing Need Units

Staff recommends revising phasing of the development consistent with Table 6 above to ensure a balance of uses in each phase with office as the predominant use. Staff recommends that in addition to revising phasing of the development, the applicant commit to developing higher intensity office uses fronting Pacific Boulevard in the early phases of the development to ensure that office uses are not only the predominant use on the site, but also the predominant feature when viewed from periphery roads.

Separate from development phasing (Proffer IF) is the phasing of transportation improvements (See Office of Transportation Services Referral). The Transportation Proffers (Proffer III) include construction of transportation improvements with a Community Development Authority (CDA) and without a CDA. The construction of public roads without a CDA (Proffer IIID) phases road improvements with the amount of development on the subject property. Staff notes that Pacific Boulevard will not be constructed across Broad Run until Transportation Phase 2B. Transportation Phase 2B is not required until zoning permits have been issued for more than 1.7 million square feet of non-residential, non-hotel uses, 500 hotel rooms, or 1,068 residential units. Furthermore, Gloucester Parkway is not proposed to be constructed across Broad Run until Transportation Phase 3. Transportation Phase 3 is not required until zoning permits have been issued for more than 2.4 million square feet of non-residential, non-hotel uses. All of the hotel and residential uses may be developed prior to Transportation Phase 3.

Staff continues to have concerns that the site will not develop with the office uses as proposed. There are no commitments beyond the minimum 800,000 square feet as shown in Table 5 above. Furthermore, as discussed above, the project may develop

with all but 20 hotel rooms, all but 331 residential dwelling units (228 of which could be the "ADU-Equivalent" and Unmet Housing Needs Units), and the entire 398,825 square feet of retail uses before the Pacific Boulevard connection across Broad Run is required in Transportation Phase 2B. In addition, all of the hotel rooms, residential dwelling units, and retail uses may be developed prior to any construction or dedication of right-of-way for Gloucester Parkway.

DESIGN

Streets

Staff maintains that the primary pedestrian corridors for the development are Roads 2, 6, 8, and 9. The development of the streetscape along these roads is important in order to traffic and provide a pedestrian-friendly environment. In the third referral, staff recommended committing to no curb cuts along these streets except for the provision of hotel entrances, if applicable. The applicant has revised Proffer VJ to provide for no more than two curb cuts for vehicular entrances on each side of Road 2 and no more than one curb cut for vehicular traffic on each side of Road 6 and 8 and no curb cuts along Road 9. Curb cuts break up the sidewalk, reduce pedestrian safety, and detract from pedestrian-oriented uses. For these reasons, staff continues to recommend committing to no curb cuts along Roads 2, 6, 8, and 9, except for the provision of hotel entrances, if applicable.

Staff recommends the applicant commit to streetscape requirements along Roads 2, 6, 8, and 9 that contain no curb cuts, except for the provision of hotel entrances, if applicable.

Roads 1 and 2 adjacent to Land Bays A, B, F, and J are shown on the Typical Road Plans and Sections (Sheet 18) as five-lane, divided roadways with 12-foot travel lanes, and no on-street parking. The wide roadway coupled with the provision for up to two curb cuts on each side of Road 2 do not appear to promote pedestrian activity. As currently proposed, the right-of-way width for Roads 1 and 2 could be wider than Pacific Boulevard. Staff notes that an additional travel lane in one direction has been added to Roads 1 and 2 since the last referral. The design of Roads 1 and 2 should be revised taking into account pedestrian crossings.

Staff recommends the applicant incorporate a more pedestrian-friendly ROW design for Roads 1 and 2 incorporating breaks in the median with pedestrian crossings.

Staff continues to recommend revising the Concept Plan, aligning Roads 8 and 9 to create a full intersection with Roads 2 and 6. The response to staff's comments provides that these roads are offset to create a more pedestrian friendly environment. Staff continues to maintain that aligning these two roadways would help to create a grid network, facilitating pedestrian and bicycle movement. As currently proposed, Roads 8

and 9 are offset by approximately 90 feet, requiring a modification to the Facilities Standards Manual, which calls for offsets of 225 feet or greater. Adequate intersection spacing allows for ample stacking of vehicles and creates less conflicts with bicycle traffic.

Staff recommends revising the Concept Plan to align Roads 8 and 9 where they intersect with Roads 2 and 6. Staff does not support modifications to the Facilities Standards Manual that would permit the offset of Roads 8 and 9.

Proffer IH provides that a central plaza will be provided in Land Bay J prior to or concurrent with the issuance of an occupancy permit for either the 401st residential dwelling unit or the 325,001st square foot of non-residential uses. Staff notes the residential dwelling unit trigger for the plaza is exclusive of ADUs and unmet housing need units. As the applicant is proposing up to 228 units as either “ADU-Equivalent Units” or Unmet Housing Need Units (Proffer IE), almost half (628 residential dwelling units) could be constructed prior to the plaza. Proffer IH also includes the provision of a plaza adjacent to Land Bay D (between Road 4 and 5) prior to or concurrent with issuance of an occupancy permit for Land Bays C or D and within Land Bay F prior to or concurrent with issuance of an occupancy permit for Land Bays A or F. Staff continues to recommend locating a plaza at the terminus of Road 6 providing a focal point for the community (See Civic Discussion above).

Staff recommends revising Proffer IH and the Design Guidelines, Outdoor Plaza Design Standards committing to the central plaza within Land Bay D at the terminus of Road 6 to provide a focal point for the community. Staff further recommends revising Proffer IH to state that the plaza within Land Bay J will be provided prior to or concurrent with the issuance of an occupancy permit for either the 401st residential dwelling unit, inclusive of the “ADU-Equivalent” Units and the Unmet Housing Need Units or the 325,001st square foot of non-residential uses.

Building Placement and Orientation

To promote pedestrian activity, buildings should be placed close to the street with maximum setbacks and the primary entrance should face the street rather than surface parking or parking structures. Based on the information provided it appears that Roads 2, 6, 8, and 9 (if realigned) will serve as the project’s primary pedestrian streets, while Roads 1, 3, 4, 5, 7, 10, 11, and 12 will serve as the secondary pedestrian streets. Buildings that are setback far from streets with large surface parking lots placed at the front signals to the pedestrian that they are in an automobile-dominated environment that does not cater to pedestrian mobility and safety. The Building Site Placement Narrative in the Design Guidelines confirms the importance of building placement by stating “Building site placement is essential in framing the space of a street and providing a sense of enclosure. A consistent placement of adjoining buildings at the edge of the right-of-way gives the public realm a pedestrian sensibility. Street-walls (the

vertical plane resulting from a contiguous line of buildings) are created, providing a more intimate urban form”.

To create an interesting and varied street environment, staff continues to recommend the applicant revise the submitted proffers and Design Guidelines to include the following:

- ***Prohibiting principal entrances from facing a parking structure or surface parking;***
- ***A minimum of 80% of all block frontages along Roads 2, 6, 8, and 9 will be lined with buildings. Open spaces such as plazas, courtyards, public greens, and other outdoor gathering spaces will be excluded from the calculation; and***
- ***Retail and commercial service uses will be oriented so that they are not visible from Route 28, Pacific Boulevard, and Gloucester Parkway.***

The applicant has revised Proffer II, Building Heights to provide the minimum height or stories of buildings adjacent to Route 28 and Pacific Boulevard. Staff notes that Proffer II provides that buildings with frontage along the west side of, and within 100 feet of Pacific Boulevard within Land Bays B, F, and J with no intervening buildings between such buildings and Route 28, shall be constructed to a minimum of 4 stories or 50 feet. However, staff notes that Proffer VL1 permits buildings in Land Bays B, F, J, and N fronting on Route 28 or Pacific Boulevard to be setback a maximum of 150 feet.

To ensure the Route 28 Corridor develops as an employment corridor as envisioned by the Plan, staff recommends removing “and within 100 feet” from Proffer II to ensure that all buildings fronting Pacific Boulevard will be a minimum of 4 stories or 50 feet in height.

Parking

Proffer VE provides that surface parking shall be screened from internal private streets with landscaping and/or other streetscape elements as shown on Sheets 17 and 18 of the Concept Plan and comparable in size and quality to the examples provided on Sheets 19 and 19A of the Concept Plan and in Exhibit G. Staff notes that Exhibit G is a color version of Sheets 19 and 19A in order to be legible; however, these sheets do not provide enforceable screening elements but are more illustrative site furnishings. Staff notes that Sheet 18 of the Concept Plan does not show screening of parking areas and while Sheet 17 does include parking area screening it is only for Roads 1-7 and 10.

Staff recommends revising Sheet 17 to show parking area screening adjacent to Roads 8,9,11, and 12.

The Revised General Plan design objectives for parking are designed to minimize the impact of parking on the streetscape and to promote a more comfortable, safe, and visually interesting pedestrian-oriented development.

Example of Linear Buildings Screening Parking



Source: www.miramartc.com

To mitigate the impacts of parking on the development, staff continues to recommend the applicant revise the submitted proffers and Design Guidelines to include the following:

- ***Prohibiting surface parking at full build-out adjacent to Roads 2, 6, 8, and 9;***
- ***Shielding parking structures at full build-out with liner buildings along Roads 2 and 6;***
- ***Locating parking to the rear of the buildings they serve, within the interior of blocks, with access from alleys or streets which do not conflict with pedestrian access. The only exception will be for Pacific Boulevard and Route 28; and,***
- ***Prohibiting parking structures at full build-out from locating along blocks where the parking structure is the sole use.***

Additional design guideline revisions beyond what is discussed above is provided in the summary of outstanding issues on pages 4 and 5 above.

EXISTING CONDITIONS

River and Stream Corridor Resources

The subject site's western and northern boundaries are defined by the Broad Run. The Broad Run is a green infrastructure element that is utilized as a natural separation of the communities of Sterling and Ashburn. The County seeks to enhance this natural separation through greenways and natural buffers (*Revised General Plan, Chapter 6,*

Open Space text). The existing floodplain, with its vegetation, forested cover, wetlands, intermittent streams and steep slopes comprise a natural ecosystem that contributes to the overall health and quality of the Broad Run. Staff notes preservation of the Broad Run floodplain is a County priority (*Revised General Plan, Chapter 6, Green Infrastructure Text*).

Within the southern boundary of the subject property the applicant has depicted the river and stream corridor resources per County data as well as the approximate limits of the proposed floodplain boundary per an active floodplain alteration (FPST 2009-0004). Staff notes that the river and stream corridor resource per County data impacts both Land Bays N and Q, while the applicant is showing the proposed floodplain west of Pacific Boulevard outside of the two land bays. Staff notes per the Department of Building and Development July 30, 2009 comments on the active floodplain alteration, the amount of proposed fill shown for Pacific Boulevard, near its intersection with Gloucester Parkway, is not necessary for roadway construction. The Concept Plan as currently depicted showing development within Land Bays N and Q impacting the river and stream corridor resource is inconsistent with Plan policies.

Staff recommends revising the Concept Plan locating Land Bays N and Q outside of the river and stream corridor resource. Staff does not support allowing floodplain alterations to achieve additional developable areas.

Proffer IIA has been revised to state that no land disturbing activity shall be performed within the area defined as the 1,400 foot Rookery Radius shown on Sheet 12 of the Concept Plan during the heron nesting season from March 1st to June 30th each year. Staff notes that it appears that the heron rookery has expanded and the 1,400 foot radius may need to be adjusted to accommodate the additional nests. Staff notes that the Virginia Department of Game and Inland Fisheries recommends precluding construction activities within 1,400 feet of the rookery that will result in excessive disturbance (e.g., clearing, grading, external construction) during the heron nesting season. Staff further notes that the Virginia Department of Game and Inland Fisheries have amended the heron nesting season to start February 15th.

Staff recommends the applicant revise the 1,400 foot and 700 foot rookery radius to accommodate the additional nests (see Environmental Review Team memo dated March 25, 2010). Staff recommends revising Proffer IIA to state construction activities that will result in excessive disturbance (e.g. clearing, grading, external construction) will not occur within the 1,400 foot rookery radius during the nesting season from February 15th to June 30th each year.

Wetlands

Staff notes Proffer IID has been revised to state that amendments to the Broad Run Restoration Concept Plan may be approved by the Department of Building and Development, the Virginia Department of Environmental Quality, and the Army Corps of

Engineers, without requiring approval of a Zoning Concept Plan Amendment. Staff is concerned that future amendments to the Broad Run Restoration Concept Plan could result in a reduction in restoration activities.

Staff recommends revising Proffer IID including minimum acreage requirements for each restoration activity: created/restored wetlands, enhanced wetlands, riparian reforestation, riparian preservation, and stream enhancement.

Forests, Trees, and Vegetation

In the third referral, staff recommended the applicant update Proffer IIF removing Riparian Preservation Areas from minimum 80% tree preservation requirement as this area should be preserved in its entirety. The applicant has revised the proffers stating that they will preserve a minimum of 80% of the existing canopy within Preservation Areas shown on Sheets 22 and 23 of the Concept Plan. As there are areas on Sheets 22 and 23 labeled as Riparian Forest Preservation and Tree Preservation Outside Riparian Forest Preservation, staff recommends clearly stating that the 80% minimum tree preservation requirement pertains to Tree Preservation Outside Riparian Forest Preservation.

Staff recommends updating the proffers stating that the applicant shall preserve a minimum of 80% of the existing tree canopy within areas labeled as Tree Preservation Outside Riparian Forest Preservation on Sheets 22 and 23 so as not to confuse with areas labeled as Riparian Forest Preservation which should be preserved in its entirety.

Heron Rookery Observation Platform

Staff notes that applicant has removed the Heron Rookery Observation Platform from the application. Staff believes that the platform would provide an ideal opportunity for viewing the floodplain restoration project as well as the birds and animals associated with the created habitat. As such, staff recommends the applicant consider maintaining the commitment for an observation platform.

Highway Noise

The Revised General Plan and the Countywide Transportation Plan contain roadway noise policies, which are intended to protect noise-sensitive uses from roadway noise. The primary means to protect these uses is through proper design. All proposed land uses adjacent to any existing or proposed arterial or major collector will be designed to ensure that no residential or other noise sensitive use will have traffic impacts. Impacts occur when predicted noise levels approach or exceed the NAC or when predicted noise levels substantially exceed existing noise levels (*CTP, Chapter 4, Noise Policy 2*).

Staff recommends revising Proffer IIH to state the owner shall demonstrate compliance with the acoustical analysis with the goal of mitigating noise levels

that approach or exceed the Noise Abatement Criteria identified in the Countywide Transportation Plan for noise sensitive uses on the property.

UNMET HOUSING NEEDS

The housing policies recognize that unmet housing needs occur across a broad segment of the County's income spectrum and the County seeks to promote housing options for all people who live and/or work in Loudoun County. Unmet housing needs are defined as the lack of housing options for households earning up to 100% of the Washington Metropolitan Area Median Income (AMI, \$102,700 effective March 19, 2009) (*Revised General Plan, Glossary*). Therefore, developers of residential and mixed-use projects are encouraged to include funding commitments and proffers to fulfill unmet housing needs in their development proposals (*Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Funding Policy 1*).

The applicant has revised their proffers committing to 6.25% of the total residential units, up to a maximum of 88 dwelling units as "ADU-Equivalent Units" and 10% of the total residential dwelling units, up to a maximum of 140 dwelling units as Unmet Housing Need Units (Proffer ID). The "ADU-Equivalent Units" are to be affordable to purchasers whose income is between 30% (\$30,810) and 70% (\$71,890) of the AMI and renters whose income is between 30% (\$30,810) and 50% (\$51,350) of the Washington Metropolitan AMI. The Unmet Housing Need Units are proffered for purchasers or renters earning up to 100% of the Washington Metropolitan AMI. No provision has been included for the area of greatest need – those with incomes below 30% of the AMI (\$30,810).

Since the County does not define workforce housing, staff recommends removing this reference from Proffer ID. Recognizing that the largest segment of unmet housing needs is housing for those with incomes below 30% of the AMI, staff recommends the applicant commit to a certain portion of the residential dwelling units to serve individuals with incomes below 30% of the AMI.

Staff notes that the applicant may provide all of the proffered 140 Unmet Housing Need Units as rental units for renters earning up to 100% of the Washington Metropolitan AMI. Proffer IB4 provides that if a CDA is established for the subject property, all residential dwelling units will be rental units until the CDA debt payment obligations have been satisfied. A rental unit up to 100% of the Washington Metropolitan AMI is comparable to a market rate rental unit (approximately \$2500 per month) and would not address the County's unmet housing needs. As up to 60% of the Washington Metropolitan AMI is used by state financing agencies and the County's own housing fund process for rental units, staff recommends the applicant commit to similar requirements for any for rent Unmet Housing Need Units to ensure that the unmet housing needs of the County are being met with the proposed application. According to the AECOM Study prepared for the Housing Advisory Board, in 2005 the County had a surplus of rental units for incomes 70% of the AMI and greater (*Basic Housing and*

Employment Data and Projects, AECOM Study, August 1, 2006, Table 3.6: Comparison of Housing Unit Supply and Demand). According to the *2007 American Community Survey*, in 2007, approximately 40% of homeowners and 52% of renters within the County spent more than 30% of household income on housing costs.

Staff recommends the applicant revise the proffers stating that any Unmet Housing Need Unit provided as a rental unit will be provided for rental households whose income is less than 60% and for-sale condo units for households earning up to 100% of the Washington Metropolitan AMI. The applicant should also provide commitments to a variety of unit types, including sizes and number of bedrooms to accommodate various needs within the County.

Proffer ID states that the “ADU-Equivalent Units” and the Unmet Housing Need Units will be administered either (a) consistent with the ADU provisions of Article 7 of the Zoning Ordinance with the exception that the income limit shall be 100% of the Washington Metropolitan AMI and that all or any portion of the units may be located in a single building or (b) subject to a federal or state affordable housing program. Staff is unsure why the applicant has proffered to possibly administer the “ADU-Equivalent Units” and the Unmet Housing Need Units subject to a federal and state affordable housing program and requests more information. Staff notes Article 7 of the Zoning Ordinance calls for ADUs to be comparable to market rate units and interspersed among the market rate units. This is consistent with Plan policies calling for the interspersed of affordable housing (Revised General Plan, Chapter 2, CPAM 2007-0001, Countywide Housing Policies, Legislation Policy 3). Staff notes that the Affordable Dwelling Unit Advisory Board (ADUAB) is currently working on design guidelines that would help clarify and set parameters for the interspersed and compatibility requirements of Article 7. The proffers also state affordability requirements for the “ADU-Equivalent Units” and the Unmet Housing Need Units shall remain in effect for a minimum of 15 years. Chapter 1450 of the Codified Ordinance requires the affordability requirement for sale ADUs to remain in effect for a minimum of 15 years and for rent ADUs to remain in effect for 20 years.

Staff recommends the applicant revise the proffers stating that the affordable dwelling units shall be administered consistent with Article 7 of the Zoning Ordinance and Chapter 1450 of the Loudoun County Codified Ordinance. Staff recommends the applicant revise the proffers calling for the interspersed of the “ADU-Equivalent Units” and the Unmet Housing Need Units throughout the development. Staff recommends the applicant participate in the ADUAB Article 7 and Chapter 1450 Ordinance Revisions as the revisions would apply countywide rather than on a project specific basis. Staff further recommends revising the proffers to state that the affordability requirement for all “ADU-Equivalent Units” and the Unmet Housing Need Units shall be a minimum of 20 years for rental units and a minimum of 15 years for for-sale condo units. Staff requests

information regarding the administration of the “ADU-Equivalent Units” and the Unmet Housing Need Unit subject to a federal and state affordable housing program.

The applicant has revised the proffers to include conveyance of three acres within Land Bay E to the Windy Hill Foundation (Proffer IE). The applicant shall convey the three acres to the Windy Hill Foundation through a separate, private agreement between the Owner and the Windy Hill Foundation. Since this is a private agreement between the applicant and a third party with no County involvement, staff recommends removing this from the proffers.

Proffer VM has been added to provide that “ADU-Equivalent Units” and Unmet Housing Need Units will employ universal design principles to the extent feasible.

Staff recommends committing to universal design within a certain percentage of residential dwelling units.

CAPITAL FACILITIES

The capital facility impact of the proposed development is \$33,261,200 (see Attachment 1). The applicant has included a Capital Facilities Contribution sheet dated January 4, 2010 with this submission. Staff notes that the applicant has calculated the capital facility impacts for 1,172 market rate units. As there are no commitments to affordable dwelling units per Article 7 of the Zoning Ordinance and Chapter 1450 of the Codified Ordinance all proposed residential dwelling units (1,400) should be included in the capital facility calculation (See Unmet Housing above). Staff notes that the applicant is proposing capital facility credits for the Broad Run Floodplain Dedication and the Broad Run Toll House Preservation Activities; however, neither meet County standards and cannot be counted towards mitigating the capital facility impacts associated with the proposed project.

As this is an area of the County where residential uses are not anticipated (see Land Use discussion above) the capital facility impacts may be higher than what has been calculated. The proposed residential community is isolated from the services that are intended to support it such as, schools, parks, etc.

Staff recommends that the impacts of the proposed development be mitigated.

OPEN SPACE PRESERVATION PROGRAM

In the Revised General Plan, sufficient open space is recognized as a key component to all development regardless of density. The County’s program for obtaining open space comprises a “toolbox” approach with a number of mechanisms to ensure the adequate provision of active, passive, and natural open space in the County (Revised General Plan, Chapter 11, Open Space text). The Open Space Preservation Program is one of these tools for projects proposing the highest suburban density levels – from

3.5 to 4.0 dwelling units per acre for residential projects as well as those in high-density residential areas. To achieve these higher densities, the Board of Supervisors anticipates evidence of participation in the program through either dedication of land on an acre-by-acre basis or cash in lieu of the land for the purchase of open space. Staff recommends the applicant use the Broad Run Floodplain Dedication towards meeting the open space preservation for the subject property. Typically the County anticipates dedication of land that is not part of the subject property; however, given the preservation of the Broad Run Floodplain as a County priority the dedication of this resource may be appropriate to offset the demand created from the proposed increased concentration of residents. In the event the applicant does not wish to apply the Broad Run floodplain dedication towards meeting the open space preservation program, staff has calculated the open space contribution based on the maximum amount of acreage within the northern portion of the site (25% or 45 acres) being developed with residential uses.

The Plan sets forth different Open Space Proffer Guidelines for residential neighborhoods and high-density residential areas (*Revised General Plan, Chapter 11, Open Space Policy 3*). For residential neighborhoods, densities above 3.5 and up to and including 4.0 dwelling units per acre may be considered by the County in return for voluntary participation in the Open Space Preservation Program. For these types of projects, 1.0 easement is anticipated for every dwelling unit over a density of 3.5 dwelling units per acre. In contrast, for high-density residential areas, the Plan calls for 5% of all residential units associated with densities above 4.0 dwelling units per acre to result from the acquisition of an equivalent number of open space easements. The County anticipates that cash donations for open space will be spent in the Suburban Community in which the increased density is granted. Contributions should be provided to enable the County to purchase Suburban Policy Area open space to offset the density proposed by the development. In the past, the Board has historically accepted \$3,800 to \$5,000 per easement. The open space contribution for 61 easements would range from \$231,800 to \$305,000 for a high-density residential community (Attachment 2). The accepted contribution range of \$3,800 to \$5,000 per easement does not seem reasonable given current market values and the goal of purchasing open space within the Sterling Community.

The proposed project will potentially add 1,400 multi-family residential units in an area of the County where residential development is not envisioned or supported by Plan policies (see Land Use discussion above). Because the Plan does not anticipate the development of high-density residential uses on the subject site, it does not seem appropriate to calculate the number of anticipated open space easements using that methodology. To offset the demand created from the proposed increased concentration of residents in an area where residential development is not permitted the open space calculations for residential projects may be more appropriate in this case, which calls for a contribution of \$4,721,500 to \$6,212,500, based on 1242.5 easements (Attachment 3).

Staff recommends the applicant apply the Broad Run floodplain towards meeting the open space contribution or provide an open space easement contribution consistent with Plan policy recognizing that the current market values to purchase open space within the Sterling Community may exceed the contribution range.

PROFFER COMMENTS

1. Staff notes that the FSM and LSDO Modifications have been included in the proffers and on Sheet 14 (Concept Plan Tabulation Sheet) of the Concept Plan. FSM and LSDO waivers and modifications must be submitted at the time of site plan or construction plans and profiles. Including these in the proffers and on the Concept Plan Tabulation Sheet gives the appearance that these waivers and modifications were reviewed during the rezoning process and therefore should be removed.
2. The applicant has included in the proffers conformance with several sheets including, Sheets 19 and 19A, Typical Illustrative Site Furnishings; Sheet 20, Illustrative Streetscape Concepts; Sheet 21, Illustrative Amenity Concepts; Sheets 29 and 30, Illustrative Layout Plan; Sheet 31, Illustrative Land Use Map; Sheets 32 and 33, Civic Space Exhibit; and Sheets 34 and 35, Open Space Plan; as well as included copies of Sheets 19 and 20 within Exhibit G of the proffers. Staff notes that these sheets are difficult to read and are for illustrative purposes and questions the commitment to these sheets.
3. Proffer IA provides “the Owner shall have reasonable flexibility to modify the location of uses and layout shown on the Concept Plan to accommodate final engineering and development ordinance requirements, provided such changes are: (i) in substantial conformity with the approved Concept Plan and Proffers; (ii) do not increase total permitted square footage; and (iii) do not decrease the minimum amount of open space or peripheral setbacks shown to be provided on the property.” As substantial conformance is defined in the Zoning Ordinance and the Concept Plan only depicts land bays and roadways with specific commitments to the uses within each land bay, staff recommends removing this statement.
4. Proffer IA provides that building locations and footprints and associated parking areas and structures identified on the Concept Plan are for illustrative purposes and are subject to change by the Owner. Staff recommends removing this statement as the proffers state that Sheets 8-12 of the Concept Plan illustrate the layout proposed for the development of the Property and indicate development limitations on the Property. As building locations and footprints and associated parking are shown on the Illustrative Layout Plan (Sheets 29 and 30), which is for illustrative purposes only, staff recommends removing this statement from the proffers.
5. Proffer IVB should be revised to state “Dedication of River and Stream Corridor Resources and Trails”. Recommend revising the first sentence to state the Owner shall dedicate to the County the approximately 162.11 acre river and stream corridor resources for the Broad Run. Staff notes that floodplain extends east of Pacific Boulevard in Land Bays N and Q.

CONCEPT PLAN REVISIONS

1. Areas on both sides of Land Bay D are labeled for employment and retail uses (Sheet 11 and 12), but are not assigned to a specific land bay.
2. Proffer IG2 provides that if an application for a performing arts center has not been filed within 10 years of the rezoning approval, the two-acre performing arts center site proposed within Land Bay J may be relocated to a two-acre site within the northern portion of the property. There is no indication where this two-acre site would be located and how the relocation of the two-acre site would impact the land bay square footages provided on Sheet 13.
3. Remove Note 13 from the Cover Sheet. Note 13 states “the applicant reserves the right to modify, as necessary, building footprints and locations, architectural designs and building elevations as needed with this application due to final engineering and architecture”. Any commitments to building footprints and locations, architectural designs and building elevations have been provided in the Design Guidelines and Proffer Statement and are not subject to modification.
4. Note 23 on the Cover Sheet provides open space, interior and peripheral parking lot landscaping, tree canopy landscaping and street trees will be provided in accordance with the Loudoun County Zoning Ordinance or as modified herein. As open space should also be provided in accordance with the Revised General Plan and is not subject to modification, staff recommends removing open space from Note 23. Note 26 provides that open space will be provided in accordance with the requirements of the Zoning Ordinance and in conformance with the Revised General Plan.

RECOMMENDATIONS

Community Planning staff does not support the application given the significant number of land use and site design issues discussed above. Staff recommends denial of the application as proposed.

ATTACHMENTS

- Attachment 1:** Capital Facilities Impact Analysis
Attachment 2: Open Space Preservation Program Analysis – High-Density Residential
Attachment 3: Open Space Preservation Program Analysis – Residential

cc: Julie Pastor, AICP, Planning Director
Cynthia Keegan, AICP, Community Planning Program Manager