



HUNTON & WILLIAMS LLP
1751 PINNACLE DRIVE
SUITE 1700
MCLEAN, VIRGINIA 22102

TEL 703 • 714 • 7400
FAX 703 • 714 • 7410

JOHN C. MCGRANAHAN, JR.
DIRECT DIAL: 703 • 714 • 7464
EMAIL: jmcgranahan@hunton.com

FILE NO.: 67442.8

July 23, 2009

BY E-MAIL AND HAND DELIVERY

Judi Birkitt, Senior Planner
Land Use Review
County of Loudoun
Department of Planning
One Harrison Street, Third Floor
Leesburg, Virginia 20175

Kincora
ZMAP 2008-0021

Dear Judi:

This letter provides responses to the Community Planning and Zoning Administration referral comments, received May 6, 2009 and May 18, 2009, respectively. A response to the Office of Transportation Services comments was submitted, under separate cover, by our traffic consultant Gorove/Slade on June 10, 2009. These responses supplement those responses we provided to earlier referral comments in our letter dated April 30, 2009.

Enclosed with this letter are:

- Twenty-five (25) copies of the revised Proffer Statement, dated July 23, 2009;
- Twenty-five (25) copies of the revised Statement of Justification, dated July 23, 2009;
- Three (3) copies of the Design Guidelines, dated June 2009;
- Three (3) copies of an updated Fiscal Impact Study, dated September 22, 2008; and
- A CD containing copies of these submissions documents.

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Twenty-five (25) copies of the revised Concept Plan, dated July 21, 2009, as well as a CD containing PDF files of the Concept Plan, will be delivered under separate cover by Urban, Ltd.

Listed below are detailed responses to each Staff comment contained in the Community Planning and Zoning Administration referral memoranda.

COMMUNITY PLANNING

EXECUTIVE SUMMARY

Comment: 1. The proposal is not consistent with the intent, recommended land use mix and economic strategy for Keynote Employment Centers, as defined in the Revised General Plan, where residential land uses are not recommended. The project proposes residential dwelling units, exceeds the amount of commercial retail and service uses and does not identify public and civic and parks and open space uses that conform to the recommended land use mix for Keynote Employment Centers.

Response: The Revised General Plan currently defines Keynote Employment Centers as "100-percent premier office or research-and-development centers supported by ancillary retail and personal services for employees." The Applicant believes the mix of uses proposed for Kincora, including the multi-family residential units that are not contemplated under existing Plan policies, will result in a first-class, business-oriented community that will attract employment generating tenants and meet the overall intent of Keynote Employment Centers. The Applicant acknowledges that residential uses are not recommended within Keynote Employment Centers in the current Plan. However, the proposed residential uses are a necessary component to attract office tenants who demand more than a single-use office park in today's market. Additionally, the amount of retail and commercial uses proposed are secondary uses that will provide amenities for office workers that will facilitate greater single occupancy vehicle trip reductions during the work day, as necessary employment supportive uses will be provided within walking distance of office buildings. The appropriate amount of civic space and open space will be provided in conformance with the land use mix recommendations of the Revised General Plan. To date, the development of single use office parks along the

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Route 28 corridor has not been accomplished as the Revised General Plan envisioned for this area. The proposed design and mix of uses at Kincora actually will achieve the intent of the Keynote Employment policies of the Revised General Plan, resulting in significant economic development opportunities and commercial tax base expansion for the County.

Comment: 2. The subject site is not located within any of the three locations specified within the Route 28 Tax District where residential development is permitted nor is the site designated for high-density residential uses. Notwithstanding the County's option to allow residential development to "buy out" of the District, any further increase in residential development reduces the viability of the Route 28 Tax District to fund future roadway improvements.

Response: The Applicant acknowledges that the Property is not one of the three specific properties within the Route 28 Tax District that are recommended for residential development in the current Revised General Plan. Though Staff must recognize that residential development on those properties was subject to the same buy-out requirements codified in the Virginia Code for residential uses in the Route 28 Tax District, which permits residential contingent upon the prepayment of Route 28 taxes resulting in no net loss of tax revenue collected for the Tax District. Should this Property be rezoned to the PD-MUB District as proposed, the Applicant will contribute the appropriate buy-out for the residential portion of the project within 60 days of rezoning approval or the rezoning will be nullified. The Applicant's fiscal impact analysis demonstrates that the proposed rezoning generates \$14 million greater tax revenue for the Route 28 Tax District, than if the Property remained as currently zoned (PD-IP).

Comment: 3. The project does not limit the commercial component to employment supportive retail uses. The surface parking, traffic generation, signage and ancillary activities and features of "big box" retail uses conflicts with the campus-style, high quality architectural design objectives of Keynote Employment areas. Offices would no longer be the defining architectural feature in the community.

Response: The Proffers limit the amount of retail development to 398,825 square feet (7.2% of the total gross square feet), at least 200,000 square feet of which must be employment supportive. Retail uses in addition to employment

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supportive uses are expected to include a grocery store, health club, or specialty sporting goods retail store. These uses will be integrated into the overall development and will be supportive of the principal uses on the Property. No big-box retail uses are proposed for construction on the Property. Additionally, all development on the Property will be subject to Design Guidelines that will govern the overall character of each building, and its associated parking and streetscape area. This type of development pattern has proven its success throughout the country and region, as a pattern of responsible growth that provides support uses within close proximity to employment and housing. This type of development includes cohesive design, pedestrian amenities and a reduction in single occupancy vehicle trips. It is this type of mixed-use business center that will achieve the County's Keynote Employment vision for the Route 28 Corridor, more so than a restrictive single use office development.

Comment: 4. The proposed rezoning (ZMAP 2008-0021) and special exception (SPEX 2008-0054) applications have not been combined; therefore, integration and assessment of impacts cannot be adequately addressed. By separating the applications, the Applicant has failed to illustrate how the mixed-use project with a significant residential component can compatibly collocate with a sports and event stadium. Staff would anticipate a clear description of such details as how stadium lighting will be directed away from other uses and avoid creating a constant sky glow effect, how parking can be distributed among all uses to avoid a "sea of parking" usually associated with stadiums (and currently illustrated on the SPEX plat), how retail and employment uses can be incorporated into the stadium design to ensure the stadium is an activity center between events, etc.

Response: As stated with the referenced SPEX application, it is not possible to combine these applications because of timing concerns. The Atlantic League needs to know this summer whether it will be possible to construct the recreational complex proposed by the SPEX application. Otherwise, they will begin searching for a new location, which would be a significant loss for Loudoun County. Further, structured parking and the location of ground floor auxiliary uses are depicted on the SPEX Plat, which provide the description of how those uses relate to the recreational complex. The Concept Plan associated with the ZMAP continues the street network, streetscape and design theme established with the uses proposed in the

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SPEX application. The uses in this ZMAP application will be integrated into the uses proposed with the SPEX application. That integration and the proposed high quality design will be conditioned with the SPEX application and committed to by this Applicant in the Proffers and associated Design Guidelines for this ZMAP application.

Comment: 5. Existing green infrastructure features on the subject site, including the Broad Run and its associated stream corridor, steep slopes, wetlands, intermittent streams and forest stands, have not been adequately addressed and incorporated into the development.

Response: **The Concept Plan has been revised to correctly depict the presence of River and Stream Corridor ("RSC") elements that are present on the Property. All of these RSC elements will be preserved with the exception of those that have to be impacted to construct Pacific Boulevard in accordance with the Countywide Transportation Plan, or to accommodate utilities, both of which are permitted in these RSC areas. The Proffers provide a description of the methods of preservation of these elements, as well as enhancements such as stream and wetlands mitigation, riparian reforestation, low impact development systems, and green building techniques that will be incorporated into the development of the Property.**

Comment: The application does not meet the policies of the Revised General Plan for planned Keynote Employment Centers. The overarching, fundamental land use and policy issues raised by this referral should be addressed through a Comprehensive Plan Amendment (CPAM) process rather than an individual land development application. Without such consideration, this rezoning is premature. Although, Staff cannot support the proposal due to significant and fundamental land use issues, Staff has evaluated the proposed land use mix, phasing, and design as well as transportation, capital facility, and open space impacts should the application move forward.

Response: **Putting aside the residential component, the proposed uses are in conformance with the recommendations of the Revised General Plan. By locating a mix of uses, which includes multi-family residential on this Property, which has unparalleled visibility and access, Kincora will attract employers who are looking for a desirable, amenity-rich sense of place. Single-use office developments are no longer desirable by tenants in the**

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current market. In order to create a successful office development, it is imperative that amenities and support uses are provided in the immediate vicinity. This application is not premature as concluded by Staff, rather it proposes the type of development that provides the necessary mix of uses that will create the type of vibrant office development the Route 28 corridor needs.

ANALYSIS

A. Land Use

Comment: The proposed residential development is not consistent with the Keynote Employment policies of the Plan. Staff recommends the Applicant remove residential land uses from the proposal.

Response: The Applicant acknowledges that residential development is not recommended under the current Keynote Employment policies of the Revised General Plan. However, the Applicant proposes multi-family residential dwelling units, which are compatible and complementary to the office, hotel and retail uses proposed, to create the type of environment necessary to attract Class A office.

Comment: Staff recommends the Applicant reduce the amount of retail and commercial services proposed to not exceed 5% of the gross floor area (measured in square feet) of the non-residential uses in the development consistent with Plan policies.

Response: A portion of the Property is designated for Destination Retail according to the recommendations of the Countywide Retail Plan. As proposed, retail uses will represent 7.2% of the total gross floor area at Kincora, with the majority of retail uses consisting of employment supportive retail. The amount of retail proposed at Kincora is sufficient and does not detract from the other uses. The Proffers prohibit "big-box" retail uses. Only retail that is typical of mixed-use developments with a principal office component will be provided. Two freestanding retail stores in excess of 50,000 square feet, but not greater than 80,000 square feet, are proposed to accommodate a grocery store and an outdoor-themed sporting goods specialty retail establishment. These types of retail establishments have

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been successfully integrated into mixed-use developments throughout the region. The grocery store will provide a necessary service for the office employees and residents, while the specialty sporting goods store will capitalize on the Property's location along Broad Run. Neither use will generate vehicular trips that are uncharacteristic of mixed-use developments, and will not require additional traffic mitigation.

Comment: Staff recommends the Applicant combine the two applications to (1) ensure that the layout and design of the two are consistent with Plan policies as they relate to each other, (2) adequately assess all the environmental resources on site in order to determine areas most suitable for development, and (3) assess transportation impacts to ensure that the necessary infrastructure will be available to serve the proposed uses.

Response: The Keynote Employment recommendations of the Revised General Plan call for high-quality office development along Route 7 and within the Route 28 corridor, with no direct access onto either of these roads. This rezoning will provide these uses and substantially enhance the business environment in the Route 28 corridor, while providing the necessary amenities and regional road improvements that will attract and support office uses on the Property. The Concept Plan shows that the RSC elements will be preserved in conformance with the recommendations of the Revised General Plan, with the exception for permitted encroachments for public roads and utilities. All transportation issues have been addressed and will be adequately mitigated to support the proposed development, and in addition will provide significant regional benefits. The special exception application is subject to the provisions of the 1972 Zoning Ordinance, which mandates a much shorter review process and time period than established for rezonings under the Revised 1993 Zoning Ordinance. The special exception will provide uses and transportation improvements that will seamlessly integrate with the uses proposed with this rezoning application. Yet, both applications have been designed to be developed independently of each other in the event the Board of Supervisors does not approve both. On July 21, 2009, the Board of Supervisors approved SPEX 2008-00554; therefore, these applications cannot be combined.

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B. Land Use Mix

Comment: As stated previously, the application does not meet the intent for Keynote Employment developments. If the application is considered further Staff notes the application is also inconsistent with the Regional Office land use mix.

Staff requests the Applicant specify on the Proffered Concept Plan (Sheets 8-12) and the Concept Plan Tabulation Sheet (Sheet 13) a breakdown of land use mixes, measured as a percentage of the land area, that correspond with the land use mix for Regional Office developments. The Concept Plan should also include the type of use(s) proposed for each land use bay and indicate the type of use by floor for all vertically integrated mixed-use Land Bays. Staff further requests the Applicant increase the amount of office space to at least 2.9 million square feet and reduce the amount of residential uses to not exceed the 1,346 units detailed in Table 2 of this referral.

Response: **If the multi-family residential units are approved, Kincora will attract the type of high-quality office uses envisioned in the Revised General Plan for the Property and the Route 28 corridor. Current market conditions demand amenities, including residential uses, to support office developments of the size proposed with this rezoning. Office tenants require amenities including restaurants, personal service establishments, lodging and entertainment opportunities in close proximity (preferably walking distance) as support uses, which will contribute to attracting new tenants and retaining existing ones. The type of multi-family residential uses proposed operates in a manner similar to that of a multi-story commercial use and is entirely compatible with the other uses proposed to advance the Keynote Employment designation for Kincora. The Concept Plan has been revised to reflect an increase in office space to 2,722,200 square feet. Additionally, the Concept Plan has been revised to indicate the proposed uses within each Land Bay, which enables a greater understanding of the relationship between the proposed uses on the Property.**

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Retail

Comment: The Retail Plan also limits the retail component within office and employment developments to 5% of the gross floor area (measured in square feet) of the non-residential uses in the development (*Retail Plan, Employment Supportive Retail Center Policy 3*). Based on the floor area of office proposed, 2.6 million square feet, the Applicant is limited to 146,604 square feet of employment supportive retail. The 973,825 square feet of retail and commercial service uses proposed, approximately 25% of the total non-residential uses in the development seems excessive especially taking into consideration the amount of retail approved in close proximity to the subject site (Dulles Town Center – 1.2 million square feet, One Loudoun – 1.3 million square feet, and Lansdowne – 250,000 square feet).

Proffer I.B.2. states that a minimum of 5% of the total floor area (residential and non-residential) or 269,901 square feet will consist of commercial uses exclusive of the 575,000 square feet of hotel uses. The Proffer further states that no more than 398,825 square feet of retail sales establishments and/or restaurants will be located on site and of this floor area at least 200,000 square feet will consist of employment supportive uses. The Proffer statement defines employment supportive retail uses to include, but not be limited to, the following: delis, coffee shops, restaurants, convenience stores, grocery stores, office supply stores, drug stores/pharmacies, greeting card stores, gas stations, and retail sales establishments located on the first floor of office or residential buildings that provide convenient sales and dining services to the employees and residents on site. These types of uses are consistent with the Service Area – Based Retail uses envisioned within mixed-use developments. However, Proffer I.B.2. also states with the exception of a grocery store, health and fitness center, and specialty retail sales establishments offering merchandise and programs related primarily to outdoor recreational uses and activities, which may contain up to 80,000 square feet, no individual retail establishment will exceed 50,000 square feet. The Retail Plan calls for Freestanding Retail, individual stores larger than 50,000 square feet to locate in areas designated for Destination Retail Centers (*Retail Plan, Freestanding Retail Policy 1*). In addition, as the types of retail uses envisioned to support the office and residential uses are intended to be smaller scale, pedestrian-oriented uses, the 50,000 square foot limit for individual retail sales establishments is also not

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consistent with Plan policies. 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. While a portion of the property does have a Destination Retail Overlay it is the Plan's intent that a property develop with either Destination Retail uses or the underlying land use designation (*Revised General Plan, Chapter 7, Planned Land Use Map*).

Response: According to the recommendations of the Countywide Retail Plan, a portion of the Property is designated for Destination Retail. Employment supportive retail is envisioned with the recommended Keynote Employment uses of the Property. This rezoning proposes retail development inclusive of uses characteristic of the Employment Supportive recommendations, while permitting the development of a limited number of larger retail establishments that will be integrated into the overall design of Kincora. Including retail uses such as a grocery store, health club or specialty sporting goods store has been hugely successful in other developments throughout the region. These uses will primarily serve employees and residents of Kincora. The amount of retail, when considering the amount of office space proposed with this rezoning application and as approved with the special exception application (3,623,411 square feet), is entirely appropriate and necessary to ensure the vitality of the development. While the Countywide Retail Plan would permit the development of a Destination Retail shopping center on the Property, the Applicant is not proposing that as an option at Kincora, considering the amount of similar retail developments in the vicinity. As proffered, the majority of the retail uses will be supportive of the principal office use.

Hotel

Comment: Staff recommends the Applicant reduce the amount of retail and commercial service uses to a total of 130,217 square feet including the hotel or 5% of the total non-residential uses in the development. Staff further recommends the Applicant update the Proffers limiting all retail uses to Service Area – Based Retail uses. The Proffers should also be updated to limit the size of the proposed retail uses to ensure they are of a scale that serves primarily the convenience needs of the business and residential uses. If the Applicant

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continues to pursue a hotel use for the subject site, Staff recommends updating the Proffers to include minimum square footages of dividable meeting space and restaurant uses.

Response: Reducing the amount of retail and hotel uses on the Property to 130,217 square feet would be ill-advised because it would not permit the development of a full-service hotel, which the Route 28 corridor needs, nor would it allow for a sufficient level of employment supportive retail uses for the office tenants and residents. Instead of having convenient services on-site, they would have to use their automobiles throughout the day to leave the site for lunch or to run daily errands. To support the mixed-use concept for the Property, and in accordance with the requirements of the PD-MUB District, ground-floor retail uses will be located in at least 50% of the buildings to provide convenient services for employees and residents, and to provide the type of street level activity desired in a mixed-use business center.

Residential

Comment: Proffer I.B.4. provides that a minimum of 10% or 539,202 square feet of the total floor area proposed will consist of residential uses. The Concept Plan Tabulation Sheet (Sheet 13) provides that a maximum of 1,400 dwelling units will be developed on the subject property, while the Proffers provide that if a zoning permit has not been issued for the baseball stadium proposed with SPEX 2008-0054 prior to commencement of construction of greater than 1,550,000 square feet of non-residential uses, then the maximum number of residential dwelling units will be 1,100. The Proffer depends on the development of a property not part of this application and presumes the Board of Supervisors action on the active special exception application (SPEX 2008-0054). Staff is unsure what the correlation is between the proposed stadium and the additional 300 residential dwelling units. If residential uses are considered for the subject site the units should follow significant employment development to ensure the employees working in the community the best opportunity to reside in these units.

Response: In accordance with the requirements of the PD-MUB District, a minimum of 10% of the total gross floor area ("GFA") will be provided as residential use. Multi-family residential buildings will be compatible with the office

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and commercial uses at Kincora. In addition, the presence of multi-family dwelling units on site will provide an amenity and incentive for businesses to lease office space at Kincora. Current market conditions demand amenities and housing opportunities for employees on-site. The Revised General Plan recommends that the Property be developed with Keynote Employment uses that should be comprised of multi-story office buildings with ancillary uses. This recommendation will only be achieved through the mix of uses proposed, which is necessary to support the substantial office space proposed for Kincora. This type of development pattern is successful throughout the region, which has even witnessed conversions of single use office parks into mixed-use developments to ensure the future viability of the existing office uses.

The Proffers expressly link the potential total number of residential units to construction of the recreational complex permitted by SPEX 2008-0054. Three hundred (300) of the residential units will only be permitted if the recreational complex is constructed. Should the recreational complex not be constructed, the Applicant shall only be permitted to develop a maximum of 1,100 multi-family units. has committed to constructing less multi-family residential units.

Construction of residential units will be phased with the development of non-residential uses as provided in the Proffers.

Open Space and Civic Space

Comment: Staff recommends that an additional 16.83 acres of parks and open space be identified on the Concept Plan and Concept Plan Tabulation Sheet to meet the recommended amount envisioned by the Revised General Plan for Regional Office developments as well as Keynote Employment Centers. Information pertaining to the type and size of open space provided as well as the timing should be included to ensure the intent of the Plan is being met (See Chapter 6, Open Space Policies for those areas that meet the definition of open space). Staff also requests the Applicant include information pertaining to the types of amenities envisioned for active and passive open space areas.

Response: As depicted on the revised Concept Plan, an amount well in excess of the 33.66 acres of required open space will be provided on the Property. In

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conformance with the recommendations of the Revised General Plan, no more than 50% of the required open space will be accounted for through preservation of RSC elements. No more than 25% of the required open space will be provided as perimeter buffer yards or other leftover spaces. The most substantial open space will be the preservation of land within the 100-year floodplain and the natural trail system that will be constructed within this feature. Trailheads will be provided throughout the development to afford employees, residents and visitors access to this amenity. Other open space areas outside of the 100-year floodplain will include perimeter buffer areas, tot lots, pocket parks, stormwater management facilities, seating areas, pathways, and similar areas. The Proffers have been revised to specify the types of active and passive recreational amenities that will be provided.

Comment: Staff recommends the Applicant provide at least 5% of the total land area, or 16.83 acres as public and civic uses. The size, location and phasing of all public and civic uses should be clearly and correctly identified on the Concept Plan and quantified on the Concept Plan Tabulation Sheet. Staff recommends the Applicant commit to minimum civic amenities located throughout the site to ensure that the residents and employees will be adequately served.

Response: The revised Concept Plan depicts the locations of public and civic uses that will be provided on-site in amounts that meet the recommendations of the Revised General Plan. Proffer I.B.5. provides a more through description of the types of public and civic uses that will be provided to meet the 5% requirement in conformance with the recommendations of the Revised General Plan.

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C. Phasing

Comment: Staff requests the Applicant provide detailed information for each phase of the development to ensure the intent of the Plan is being met. Staff recommends revising phasing to ensure that office uses are the predominant use in all phases of the development. Phasing for the rezoning should not include uses proposed with the special exception application. It is the Plan's intent for office uses to be the prominent feature on the site when viewed from periphery roads to retain the Keynote scale of development along the major thoroughfares. Staff recommends that in identifying the location of different uses, the Applicant retain properties fronting on Pacific Boulevard for higher intensity office development and commit to a minimum of four story buildings.

Response: **The Concept Plan has been revised to provide a phasing schedule of the proposed development of the Property. In addition, each Land Bay and the permitted uses within each Land Bay have been labeled to provide greater detail about the locations of specific uses. Kincora has been designed to provide the taller, more prominent office buildings along the eastern, Route 28 frontage of the Property in conformance with the Revised General Plan. All of the residential uses will be provided in the western and northern portions of the Property, so they are located close to recreational and environmental amenities and to minimize highway noise impacts on the residents.**

D. Route 28 Tax District

Comment: The subject site is within the Route 28 Tax District in an area where residential development is not permitted. The Applicant is requesting a potential reduction in business land uses. Reducing the development potential of commercial growth within the district reduces the funding potential of the Route 28 Tax District.

Response: **As detailed in the Applicant's fiscal impact analysis, this rezoning will produce substantially greater tax revenues to the County. The Route 28 Tax District charges an additional tax on commercial and industrial properties for the purpose of providing funding for improvements to Route 28. The success of the Route 28 Tax District is evidenced by the number of lanes and grade-separated interchanges that have been constructed**

throughout the corridor. Each interchange removes at-grade intersections and traffic signals that slow traffic and contribute to congestion. The northernmost interchange associated with the Route 28 Tax District is located on the Property and is an integral component of the collector road network that will provide significant traffic relief on Route 28. The residential component that is proposed with this rezoning will "buy-out" of the Route 28 Tax District in accordance with the requirements of the Virginia Code to ensure there is no decrease in taxes expected to be contributed to the Tax District.

E. Market Study

Comment: The proposed retail uses are not consistent with the type of ancillary uses for Keynote Employment Centers or Regional Office developments envisioned by the Revised General Plan. Staff requests a market analysis for the proposal.

Response: The type of retail uses that are proposed with this rezoning are consistent with the applicable policies of the Revised General Plan and the Countywide Retail Plan. No destination retail uses are proposed. Therefore, no market study is needed to determine whether these retail uses would be a supported use on the Property. Further, the type of retail proposed would not provide competition or detract from the viability of retail shopping centers within the vicinity. In fact, the proffered limits on retail with this rezoning will preclude the type of Destination Retail shopping center the Countywide Retail Plan recommends but which would be similar to retail located in the vicinity. The purpose of the limited retail uses proffered with this rezoning is to support the office employees and residents will work and reside at Kincora.

F. Design

Comment: Staff requests the Design Guidelines referenced in the Proffers be submitted for Staff's review. Staff recommends the Applicant provide substantial commitments regarding the overall site and architectural design to ensure a high quality built environment.

Response: Design Guidelines for the proposed development have been submitted to Staff for their review and are now included as an appendix to the Proffers.

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Residential

Comment: Should residential development be considered for the subject site, the Plan would envision a mix of housing types to include duplex, townhomes, and multi-family dwelling units.

Response: **The Applicant proposes only multi-family dwelling units which are compatible with the keynote office, hotel, retail and civic uses. Other housing types would detract from the mixed-use integrated development pattern proposed for Kincora. In addition, multi-family dwellings provide the most affordable – and therefore most needed – housing in the County.**

Retail

Comment: Staff requests information pertaining to the location of proposed retail uses. Retail uses should be integrated into office and residential buildings or located internal to the site and oriented towards the office and residential uses they are intended to serve. Staff recommends committing to retail uses internal to the site so as not to attract "drive-by" shoppers. Furthermore, retail uses located in the ground floor of office buildings adjacent to Route 28, Pacific Boulevard, and Gloucester Parkway should be oriented away from these roadways so as not to attract "drive-by" shoppers.

Response: **To provide a better understanding of the locations of the proposed uses, the Concept Plan has been revised to indicate the permitted uses within each Land Bay. With the exception of the grocery store and specialty sporting goods store, the remainder of retail uses will be integrated into the ground floors of office, residential and hotel buildings. Land Bays K, Q, N and J will permit freestanding retail uses that will capitalize on the visibility and access benefits of these locations.**

Pedestrian and Bicycle Circulation

Comment: Staff recommends the Applicant reduce block sizes. Smaller block sizes ultimately impact the development's street network, as the network is used to define blocks. Staff recommends the Applicant redesign the street network to ensure all streets terminate at other streets, and that all streets at their terminus

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include a building façade (including civic buildings), a public space, or other featured landmarks to provide pedestrians and other users of the development a sense of place.

Response: A comprehensive pedestrian and bicycle trail network is depicted on the Concept Plan. All of the private streets will be constructed with streetscape sections that include landscaping, seating areas and other amenities that will accommodate access through the site in an attractive setting. Internal alleyways will be provided within individual Land Bays to permit access to buildings for trash, loading, service and parking purposes. Decreasing the size of the blocks will not enhance pedestrian movements any greater than will the extensive streetscape network proposed throughout Kincora.

Comment: Staff recommends updating the Traffic and Pedestrian Circulation Plan (Sheets 15 and 16) and Typical Road Plans and Sections (Sheets 17 and 18) to include the bicycle and pedestrian trail along the north side of Gloucester Parkway. Staff requests information pertaining to the treatment of roadway intersections with the proposed Gloucester Parkway and Pacific Boulevard shared use paths. Information should include design treatments for the intersection of Pacific Boulevard and Gloucester Parkway as well as the internal roadways that intersect with Pacific Boulevard.

Response: The Concept Plan and Proffers have been revised to depict the location of and commit to build the bicycle and pedestrian trail on the north side of Gloucester Parkway, which will be provided by the Applicant with the construction of this road improvement. Crosswalks will be provided at all intersections of private streets and at appropriate locations along Pacific Boulevard.

Comment: Staff recommends revising the Proffers to state that all trails located within the river and stream corridor resource, as defined by the Plan will consist of a permeable material only. Proffer IV.A.1. should also be revised to state that the pedestrian trail located adjacent to the Broad Run, within the river and stream corridor resource will be a minimum of 8-feet wide.

Response: The Proffers have been revised to commit to the construction of trails within the RSC elements utilizing permeable materials, which may include

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boardwalk structures. Proffer IV.A.1. has been revised to commit to an 8-foot wide trail section within the RSC.

Comment: Staff recommends updating the Proffers to be more consistent with the widths shown for walkways on the Typical Road Plans and Sections (Sheets 17 and 18). Staff recommends the Typical Road Plans and Sections be updated to detail the typical road section for Road 8. Staff continues to recommend redesigning the site, organizing buildings with one another along a rectilinear grid street pattern enhancing pedestrian connectivity. Staff recommends locating sidewalks greater than five feet in width along both sides of all internal roadways. A green space/landscaped buffer area should be provided between pedestrian and vehicular areas, including both roadways and parking areas. Staff further recommends revising the plats to show crosswalks that provide a visual and textural transition between non-vehicular and vehicular movements, such as a change in pavement type or, at a minimum, pavement markings. The plats should also be revised to show pedestrian access to and from all proposed uses as well as parking areas to ensure that the mixed-use development promotes pedestrian rather than vehicular activity.

Response: **The Concept Plan and Proffers provide corresponding commitments regarding the construction and treatment of all private and public roadways and their applicable streetscape and trail treatments. Appropriate buffer areas between travelways and pedestrian pathways are depicted in the sections provided on Sheets 15-18 of the Concept Plan. Streetscapes, including crosswalks, are integral components of the design guidelines that will enforce uniformity in the treatment of these areas.**

Comment: Staff commends the Applicant for committing to bicycle parking and shower facilities; however, Proffers I.I.J. and II.I.K. seems to differ and should be updated.

Response: **Proffers I.I.J. and II.I.K. have been revised to require consistent commitments regarding the provision of bicycle parking and shower facilities.**

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G. Existing Conditions

Comment: Reviewing the rezoning application and the Kincora Village – Office/Recreational Complex (SPEX 2008-0054) concurrently will allow for an assessment and prioritization of the environmental resources found on site, allowing for the identification of targeted developable areas.

Response: The environmental resources located within the rezoning area will be preserved and enhanced in accordance with the requirements of the Revised 1993 Zoning Ordinance and the recommendations of the Revised General Plan. The special exception application area is subject to the requirements of the 1972 Zoning Ordinance, which does not require the same environmental protections as required of the area subject to this rezoning. However, substantial environmental benefits will be achieved with the development conditions associated with the SPEX application area. With approval of both applications, the County's water quality, wildlife habitat and forest resources goals will all be greatly advanced in a manner that would not be achieved if the Property were developed with by-right uses.

River and Stream Corridor Resources

Comment: Staff recommends revising the submitted plats to include the accurate floodplain boundary as shown on County GIS data as well as all the elements of the river and stream corridor resources as called for in the Plan. Staff recommends the Applicant commit to locating development outside of the river and stream corridor resource.

Response: The Concept Plan has been revised to provide the correct depiction of the floodplain, as it currently exists, and of the RSC elements located within the rezoning application area. The Zoning Administrator recently determined that the Applicant's proposed alignment of Pacific Boulevard would be a permitted use within the floodplain (ZCOR 2009-099). A floodplain study (2009-FPST-0004) was submitted to the County on June 25, 2009 to permit construction of Pacific Boulevard on the Property, which will result in revised floodplain boundaries. The Concept Plan has been revised to depict both the current and anticipated floodplain limits. No impacts, aside

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from permitted activities such as public roads and utilities, are proposed within the RSC resources located within the rezoning area.

Comment: Staff requests information regarding areas shown as impacts to the floodplain and floodplain buffer area on the Overall Floodplain Impact Plan (Sheets 26 and 27). Staff recommends updating Proffer II.C. removing community gardens and including language limiting telecommunication, fiber optic cable, and similar facilities to the utility corridor provided the utility corridor is not expanded. Proffer II.C. should also be updated limiting passive recreation to permeable trails, picnicking, camping, climbing, hunting, fishing, and wildlife viewing. Staff does not support Proffer I.L. allowing floodplain alterations to achieve additional developable areas.

Response: **The Concept Plan has been revised to only depict encroachments into the floodplain and RSC buffer for permitted activities such as public roads and utilities. Proffer II.C. has not been revised to preclude community gardens, which have the ability to provide an attractive and useful community asset that has been widely successful in other northern Virginia jurisdictions.**

Comment: Staff recommends revising Proffer II.A. to preclude construction activity from the area defined as the 1,400-foot Rookery Radius in its entirety during the heron nesting season. Staff recommends updating Proffers II.D. and IV.A. to state that trails located within the river and stream corridor resource in its entirety will consist of a permeable material. Furthermore, Staff recommends removing the language from Proffers II.D. and IV.B. permitting an impervious trail connection from Land Bay C to the heron rookery observation platform.

Response: **The Concept Plan depicts a small portion of Land Bay C that encroaches on the 1,400-foot heron rookery setback, but is outside of the limits of the floodplain and RSC buffer. The prohibition against construction activity during nesting season provided in Proffer II.A. will protect the herons during nesting season. Proffers II.D. and IV.B. permit flexibility for an impervious trail connection to the observation platform to facilitate access to this wonderful amenity by members of the public with disabilities. The heron rookery observation deck and associated trail within this portion of the floodplain have been relocated adjacent to the limits of clearing, which are almost 1,400 feet from the documented location of the heron rookery.**

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Steep Slopes

Comment: Staff recommends revising the Concept Plan (Sheets 8-12), locating the limits of clearing and grading outside of steep slope areas (greater than 25%). Furthermore, Staff encourages that the proposed development be moved away from moderately steep slope areas (between 15 and 25%) where possible in order to minimize the potential effects of soil erosion and sedimentation. If the impacts to moderately steep slopes cannot be avoided, Staff recommends the Applicant commit to best management practices that will mitigate the impacts of development.

Response: **The Concept Plan has been revised to avoid impacts to very steep slopes, with the exception of isolated very steep slopes less than 5,000 square feet and the area that may be impacted with the construction of the Pacific Boulevard crossing of Broad Run. The Revised 1993 Zoning Ordinance permits disturbances of very steep slopes less than 5,000 square feet, as these areas do not provide the water quality benefits that very steep slopes located adjacent to the floodplain provide. Additionally, the Pacific Boulevard crossing of Broad Run is depicted as recommended by the Countywide Transportation Plan. Impacts to very steep slopes within the area where Pacific Boulevard is proposed to cross Broad Run may be able to be minimized, though this crossing has not been fully engineered, so the Applicant is not able to commit to a level of avoidance at this time. Moderately steep slopes will be impacted on the Property.**

Surface Water

Comment: Staff recommends the drainageways and wetlands be preserved to the greatest extent possible. If the disturbance of some of these features cannot be avoided, Staff recommends revising Proffer II.C.2. prioritizing mitigation as follows: (1) onsite, (2) within the Broad Run Watershed within the Suburban Policy Area, (3) within the Broad Run Watershed outside the Suburban Policy Area, and (4) Loudoun County, subject to approval by the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality.

Response: **Proffer II.C.2. has been revised to provide wetlands mitigation as follows: onsite, which is the preferred method; within the Broad Run Watershed within the Suburban Policy Area; within the Broad Run Watershed outside**

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of the Suburban Policy Area; and within Loudoun County. All wetlands mitigation activities will be performed subject to approval by COE and DEQ.

Stormwater Management

Comment: Given the amount of impervious surfaces proposed adjacent to Broad Run, Staff recommends the Applicant commit to the incorporation of LID techniques, such as green roofs, rain gardens, cisterns, and planted swales, to promote infiltration on-site, minimize peak storm flows, and help filter non-point source pollutants.

Response: **Proffer II.C.4.b.(iv) has been revised to provide additional information regarding the Applicant's commitment to utilize LID techniques, where possible to provide additional water quality benefits to off-set the amount of impervious surface.**

Forests, Trees, and Vegetation

Comment: Staff recommends updating the submitted plats identifying tree stand types and specimen trees on the Concept Plan (Sheets 8-12). The Applicant should update Proffer II.E. and the Overall Tree Canopy Plan (Sheets 22-24) to use similar language when referencing existing vegetation proposed to be preserved. Staff recommends updating Proffer II.E. removing the language referencing road construction as a permitted use for the removal of trees from designated Tree Preservation Areas. Staff recommends expanding tree conservation areas to include the preservation of existing vegetation within required buffers with the exception of trees deemed hazardous by a Professional Forester or Certified Arborist. Specimen trees and riparian forest stand buffers adjacent to the Broad Run tributaries and wetlands should also be preserved to the greatest extent possible.

Response: **The tree stand types and specimen trees are identified on the Tree Strand Evaluation included as Sheet 28 of the Concept Plan and submitted separately to Staff with the initial submission of the application. Tree preservation areas have been expanded, where applicable, to conserve additional areas of existing vegetation within the RSC buffer area. Proffer II.E. has been revised to remove road construction from the list of permitted intrusions into tree preservation areas.**

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Plant and Wildlife Habitats

Comment: Staff recommends the Applicant commit to the preservation, protection and long-term management of the stream corridor, including the 100-year floodplain, with its associated forests, vegetation, wetlands, intermittent streams and steep slopes, and the 50-foot management buffer in order to protect the subject site's biological diversity, protect potential wildlife access to the Broad Run and its tributaries and keep intact the contiguous, natural resource corridor of the Broad Run. Staff recommends updating Proffer II.A., precluding construction activity from the 1,400-foot Rookery Radius in its entirety during the heron nesting season. Staff defers to the Department of Conservation and Recreation regarding any additional comments regarding natural heritage resources.

Response: The Concept Plan has been revised to depict the 50-foot RSC buffer, which will be preserved with the exception of permitted encroachments, and will be enhanced through wetlands mitigation, riparian reforestation and stream restoration activities.

Historic and Archaeological Resources

Comment: Staff's review of historic and archaeological resources for the subject property will be sent under separate cover.

Response: Noted.

Lighting

Comment: Staff recommends the Applicant reduce the height of exterior lighting to be more in keeping with the pedestrian nature of the mixed-use community.

Response: Proffer V.K.3. has been revised to reduce the height of lighting to be more in keeping with the pedestrian nature of the development.

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Highway Noise

Comment: Staff recommends the Applicant revise the Proffers committing to interior noise levels of 50 dbA or lower for all residential and hotel units and exterior noise levels of 70 dbA or lower at the façade of all buildings containing office uses and 65 dbA or lower for all outdoor spaces such as picnic areas, recreation areas, playgrounds, active sports areas, and parks. The Applicant should also commit to noise abatement measures such as earthen berms and dense vegetation to mitigate any outdoor noise impacts.

Response: Proffer III.H. has been revised to commit to mitigating interior noise levels of a) residential and hotel units to a maximum of 50 dbA; b) office buildings to a maximum of 70 dbA; and c) outdoor passive and active recreation and amenity areas to a maximum of 65 dbA.

H. Transportation

Comment: Staff defers to the Office of Transportation Services regarding whether the transportation phasing as provided in the Proffers is adequate to achieve acceptable levels of service. Staff recommends updating the Proffers removing all references to Land Bays or provide commitments to Land Bay locations. Staff further recommends the Proffers be updated to reflect accurate locations on the Concept Plan for transportation improvements. Staff continues to recommend the Applicant combine the SPEX and ZMAP applications to ensure transportation impacts are being mitigated.

Response: Transportation issues are addressed under separate submission of a memorandum, dated June 10, 2009, from the Applicant's transportation consultant, Gorove/Slade, to the Office of Transportation Services.

Comment: Staff requests additional information regarding the proposed shuttle service. Staff recommends the Applicant to consider providing the shuttle service earlier in the development of the site.

Response: Proffer III.L. has been revised to provide the shuttle service earlier in the development program. Additional details regarding the service of this shuttle and its role in the overall Transportation Demand Management (TDM) strategies for Kincora have been added to this Proffer.

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I. Affordable Housing/Unmet Housing Needs

Comment: None.

J. Capital Facilities

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

Response: The Applicant requests a meeting with Community Planning Staff to discuss the capital facilities policies and mitigation of impacts of Kincora.

K. Open Space Preservation Program

Comment: Staff recommends the application contribute land or provide an open space easement contribution per Plan policy.

Response: The Applicant is proffering to dedicate the 160-acre nature park along the Broad Run floodplain, for which credit should be given toward the referenced Plan policy.

L. Zoning Ordinance, Facilities Standards Manual, and Land Subdivision & Development Ordinance Modifications

Comment: Article 6 of the 1993 Revised Zoning Ordinance states that "no modification shall be approved unless the Board of Supervisors 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". The Applicant's justification for the proposed modifications states that the "modifications will permit development of Kincora as a vertically-integrated and pedestrian-friendly, mixed-use business community that would not be possible if the site were developed in strict conformance with these provisions of the Zoning Ordinance, FSM, and LSDO." Staff is unsure how the proposed modifications achieve an innovative design, improve upon existing regulations, or otherwise exceed the public purpose of the existing regulations. For instance, Staff is unsure how a reduction in parking lot landscaping and street trees will increase pedestrian comfort. Furthermore, Staff is concerned with the roadway modifications with regard to fire and rescue access. As outlined above, Staff cannot support the proposal due to significant and fundamental land use issues.

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Response: The current provisions of various sections of the Revised 1993 Zoning Ordinance, Facilities Standards Manual, and Loudoun County Subdivision and Development Ordinance do not permit the type of vertically integrated, mixed-use development permitted by the Planned Development Mixed Use District (PD-MUB) of the Revised 1993 Zoning Ordinance. Therefore, it is necessary that these modifications be approved in order to permit the type of high-quality design depicted on the Concept Plan and described in the Design Guidelines. None of the requested modifications will prohibit efficient access throughout the site for emergency vehicles, create an unsafe environment for pedestrians or bicyclists, or sacrifice pedestrian convenience.

RECOMMENDATIONS

Comment: Community Planning Staff recommends no further evaluation of the Rezoning application until such time as the application fully conforms to the Revised General Plan. There are several fundamental land use issues pertaining to the development of residential uses. The Board of Supervisors initiated a Comprehensive Plan Amendment (CPAM) for areas planned Keynote Employment within the Route 28 Corridor, which includes the subject property. Any changes in uses within Keynote Employment areas are best addressed through the CPAM process and not through the rezoning application. Further, given the context, the proposed rezoning application should be combined with the special exception application.

Response: The Applicant recognizes a fundamental policy question arises from the proposed residential uses on property designated for Keynote Employment. The Applicant nonetheless respectfully requests and sincerely hopes Community Planning Staff will review this application and engage in a dialogue with the Applicant to address application details, so Staff concerns can be addressed, subject to resolution of the residential policy question.

ZONING ADMINISTRATION

A. CRITICAL ISSUES

Comment: 1. **Section 740.6, Floodplain Overlay District (1972 Zoning Ordinance).** The project is proposed to be accessed from future Pacific Boulevard, a portion of which has been designed to traverse the major floodplain, as depicted on the County's mapping system. The plans must be revised to depict the existing floodplain boundaries as no floodplain alteration for this area has been approved. The section of Pacific Boulevard that impacts the floodplain is not within the area proposed to be remapped PD-MUB under the Revised 1993 Loudoun County Zoning Ordinance and will remain administered under the 1972 Loudoun County Zoning Ordinance. The construction of a road is neither a permitted nor a special exception use within the Floodplain Overlay District (only a road *crossing* is [740.6.L.]). A "road crossing" as defined in Section 740.3.5 as traversing a floodplain generally perpendicular to the flow of the drainageway and it appears as though the road is not generally perpendicular to the flow of the drainageway. However, if Pacific Boulevard is to be constructed and maintained by VDOT, it may be constructed in the floodplain, as the Virginia Department of Transportation is exempt from County regulations.

Response: **On May 29, 2009, the Loudoun County Zoning Administrator determined that the construction of Pacific Boulevard, as proposed by the Applicant, would be a permitted use within the Floodplain Overlay District (ZCON 2009-0099). This issue is resolved and will be constructed by the Applicant in accordance with a pending Construction Plans and Profiles application (CPAP 2008-0118) and floodplain study (2009-FPST-0004) that are currently under review by the County.**

Comment: 2. **Section 4-1351, Purpose and Intent.** The district encourages "a compact pedestrian-orientated mix of uses. The uses are regional office, light industrial use, retail, service, civic and high density residential uses located in close proximity to each other in order to create an attractive environment in which to live, work and play." Staff questions whether the development meets the purpose and intent of the district in that Land Bays N and Q are isolated and are not in close proximity to the core of the development. Further, the uses proposed in these Land Bays do not appear to be pedestrian-oriented.

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Response: Land Bays N and Q are located on the north and south sides of the Route 28/Nokes Boulevard/Gloucester Parkway interchange. Land Bay Q is proposed to be developed with office buildings with ground floor and or ancillary retail uses to serve the employees of the office buildings. Land Bay N is proposed to be developed with service uses and a public use site that will be dedicated to the County for use as a fire and rescue facility. Both of these Land Bays will be connected to the uses at the northern end of the Property through trail and sidewalk connections adjacent to Pacific Boulevard. Pathways internal to these Land Bays will be provided to permit safe access for pedestrians. The Property is oddly shaped and is constrained by significant environmental features. The uses that are proposed within these Land Bays are permitted uses within the PD-MUB zoning district. To address this issue, the layout of Land Bay Q has been revised to present a more compact layout based upon a grid network of streets. Considering the pedestrian pathways and trails that will connect these Land Bays to the development in the northern portion of the Property, the Applicant believes that this issue has been resolved.

Comment: 3. **Section 4-1354, Special Exception Uses.** Proffer I.B.5. states that an amphitheater is proposed for the development. Please note that such a use will require special exception approval in accordance with Section 4-1354(D)(6).

Response: This Proffer has been revised to recognize that this use would be permitted on the Property only if a subsequent special exception application is approved to permit an amphitheater on the Property.

Comment: 4. **Section 4-1355(I), Concept Development Plan.**

- a. The CDP shall exhibit a compact pattern of development that efficiently facilitates interconnections between uses and unifies the entire project. Land Bays N and Q do not meet this pattern.
- b. The primary employment land uses shall be concentrated at the major intersections depicted on the CDP. It is questionable as to whether this criteria can be met for Land Bays N and Q. More information is needed regarding the location of proposed uses.

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c. Please provide a phasing plan.

Response: Land Bays N and Q are separated from the northern portion of the Property by environmentally sensitive areas that are being preserved. Pedestrian connections between all of the uses proposed for development on the Property will be provided through trails within the floodplain and adjacent to Pacific Boulevard. The layout of Land Bay Q has been revised to provide a grid network of streets similar to other portions of the Property. Within both Land Bays N and Q, sufficient pedestrian access will be provided for employees and visitors to all of the uses within each Land Bay on the Property.

The Concept Plan has been revised to include a preliminary phasing plan that provides potential development scenarios of the Property.

Comment: 5. **Section 4-1359(D), Additional Incentives.** Section 4-1359(D)(2) states that streets in the development may be private if the residential uses are located within 1,200 feet of the principal business uses and that 75% of the structures are multi-story mixed-use. Thus, if the development does not meet these parameters, the streets must be **public** or a modification requested to this provision of the Zoning Ordinance.

Response: All of the multi-family residential buildings will be located within 1,200 feet of principal uses, though not all principal uses will be located within 1,200 feet of a multi-family residential building. At full build-out, a minimum of 75% of the structures constructed on the Property may not be multi-story, mixed-use buildings. This Standard may not be satisfied; therefore, the Applicant requests a modification of this to allow the streets internal to the development to be constructed as private streets. The Proffers and Statement of Justification have been revised to reflect this modification request.

B. OTHER ISSUES

Comment: 1. **Section 6-1211(E)(2) - *Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.*** Zoning defers to Comprehensive Planning regarding this issue.

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Response: Noted.

Comment: 2. **Section 6-1211(E)(6)** - *The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.* According to County Records, hydric soils are present in the rezoning area and the Applicant has identified wetland areas. Development of the site should consider these areas with respect to grading and the construction of buildings and infrastructure.

Response: Noted.

Comment: 3. **Section 6-1211(E)(7)** - *The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.* Zoning defers to the Office of Transportation Services regarding this issue.

Response: Noted.

Comment: 4. **Section 6-1211(E)(8)** - *Whether a reasonably viable economic use of the subject property exists under the current zoning.* The current zoning is PD-IP, administered under the 1972 Loudoun County Zoning Ordinance. This district permits a variety of uses. As such, a reasonably viable economic use of the subject property exists under the current zoning.

Response: Whereas the current zoning of the Property, PD-IP, as administered according to the 1972 Zoning Ordinance does permit use of the Property, it does not permit the type of development recommended for the Property by the Revised General Plan. Further, the economic benefits to the County and the Applicant would be significantly less if the Property is developed under current zoning. The Applicant notes that the Property has been zoned PD-IP under the 1972 Zoning Ordinance since the 1970s, and remains vacant – despite the fact that it is at the strategic crossroads of two premier commercial corridors.

Comment: 5. **Section 6-1211(E)(9)** - *The effect of the proposed rezoning on environmentally sensitive land or natural features, wildlife habitat, vegetation, water quality and*

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air quality. The Applicant has identified wetland areas within the rezoning area. Where these areas are impacted, the Applicant must comply with the requirements of the U.S. Army Corps of Engineers. In addition, development shall comply with the standards of Section 4-1500, Floodplain Overlay District (FOD) of the Revised 1993 Loudoun County Zoning Ordinance with respect to the 100-year floodplain. Staff defers to the Environmental Review Team for further comment on the impact to environmentally sensitive land or natural features, wildlife habitat, vegetation, water quality and air quality. As stated in the critical issues section of this referral, Section A, the Concept Development Plan must be revised to reflect the existing limits of the Floodplain Overlay District.

Response: Noted.

Comment: 6. **Section 6-1211(E)(10)** - *Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.* The Applicant proposes approximately 3.6 million square feet of office and commercial uses. A balanced phasing plan must be maintained so that at each phase there will be potential for a positive fiscal outcome. Staff defers to Economic Development and Community Planning for further comment.

Response: The Concept Plan has been revised to provide a preliminary phasing plan.

Comment: 7. **Section 4-1355(B)(4), Central Plaza.** Indicate the general location of the central plaza on the Concept Development Plan. It is noted that Sheet 33 indicates a possible location of the plaza, however it does not appear to be centrally located to the majority of the uses of the district. Further this sheet is not proffered.

Response: The Concept Plan has been revised to clearly depict the location of the proposed central plaza and to provide details of this feature, which is centrally located on the Property along its north-south axis. Additionally, Proffer I.H. has been revised to require that the central plaza be developed in conformance with that depicted on the Concept Plan.

Comment: A detailed design for the areas surrounding the central plaza is required at the time of rezoning. Please submit such design.

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Response: The Concept Plan has been revised to provide details regarding the design of the central plaza and the areas surrounding this feature.

Comment: 9. **Section 4-1355(H), Streets.** Streets in the development are to be arranged in a generally rectilinear pattern of interconnecting streets and blocks. Land Bays N and Q do not meet this pattern.

Response: Land Bay Q has been revised to provide a layout based upon a grid network of streets. Land Bay N proposes limited uses that will be served by individual driveways where a rectilinear of streets would not be feasible considering the configuration of this Land Bay is influenced by the presence of Pacific Boulevard, Route 28 and floodplain.

Comment: 10. **Section 4-1355(E), Principal Building Entrance.** The principal entrance of buildings shall be oriented towards the street or adjacent plazas, greens, parks, squares or pedestrian passageways. The buildings in Land Bay J do not appear to meet this requirement.

Response: The principal entrances to the buildings within Land Bay J will be oriented towards pedestrian pathways that surround each building providing access to parking, plaza, green and park areas.

Comment: 11. **Section 4-1356(B)(1), Front Yard.** The maximum front yard is 30 feet from all streets, excluding Pacific Boulevard which has a 75-foot minimum setback (Section 5-900). Please adjust plans accordingly. It is questionable as to whether the layout of Structure F2 meets the 50 maximum front yard with the provision of a courtyard, etc. Please review this structure.

Response: Proposed structure F2 is a hotel that will be oriented to the south with a porte-cochere covering the drop-off area. There is ample room for a plaza or other gathering area of a minimum size of 300 square feet that would permit the maximum front yard to be 50 feet.

Comment: 12. **Section 4-1356(C) Building Height.** A modification has been requested to increase the maximum building height from 75 feet to 175 feet for the properties along Pacific Blvd.

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Response: This modification has been revised to request a maximum building height of 150 feet. Proffer I.I. has been revised accordingly.

Comment: 13. **Section 4-1359 Incentive Program.** The Applicant proposes an increase in FAR from .5 to 1.0 through the following incentives specified in Section 4-1359(C):

- (1) *The Board of Supervisors may grant an increase on 0.1 FAR above the maximum permitted floor area ratio if the district size is a minimum of 100 acres.*

Staff Comment: The proposed district size is 336 acres. Thus the increase in FAR of 0.1 is justified.

Response: Noted.

- (2) *The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if structured parking is provided to satisfy at least 50% of the required parking for the district. An increase of 0.2 FAR above the maximum permitted floor area ratio may be granted if 100% of the off-street parking is provided within structured parking. Such structured parking shall be designed in a manner that is integrated with nearby building architecture to minimize visual impact.*

Staff Comment: In order to receive credit for additional FAR, the Applicant must provide at least 50% of the required parking spaces as structured parking. Although Sheet 14 includes a parking tabulation, it does not clarify how many of those spaces are proposed to be located within parking structures. Please provide additional information to verify that 50% of the proposed parking spaces will be within parking structures.

Response: The Concept Plan has been revised to include a tabulation that verifies that a minimum of 50% of the required parking spaces of the uses developed at full build-out will be provided within parking structures.

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- (3) *The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least 10% of the dwelling units provided are affordable to households earning up to 100% of the Washington Area Median Income (AMI), are located in vertically mixed buildings, and that covenants are recorded in favor of the County to maintain such affordability for a minimum period of 15 years.*

Staff Comment: It is noted that Proffer I.E. states that 10% of the total dwelling units shall be "Work Force Housing Units." Please provide additional information insuring that these Work Force Housing Units will be located within vertically mixed buildings. Further, covenants must be recorded to maintain such affordability for a minimum of 15 years.

Response: **The Proffers have been revised to state that the affordable dwelling units will be provided within vertically mixed buildings and that appropriate covenants for such affordable dwelling units will be recorded among the Land Records.**

- (4) *The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least one of the following uses is provided. In addition, the floor area of such use will be excluded from the FAR calculations: (a) Hotel, full-service to include a sit-down restaurant, meeting place, and at least two of the following in house services: exercise room, room service, or concierge service. (b) Adult day care facility. (c) Theater, indoor, limited to live performances.*

Staff Comment: The Applicant is eligible for the additional FAR if one of the above mentioned uses is committed to be provided. As currently worded in Proffer I.B.3., the Applicant does not actually commit to providing such uses.

Response: **The Applicant would like the opportunity to discuss this point with Staff.**

- (5) *The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if a local shuttle system or other public transportation improvement is provided by the Applicant/landowner.*

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Staff Comment: The Applicant has included in Proffer III.L. that a shuttle bus service will be provided prior to the issuance of zoning permits for the 2,400,000st square foot of non-residential, non-hotel uses.

Response: The Proffers commit the Applicant to providing shuttle bus service for the residents and employees of Kincora. Therefore, this bonus is justified.

(6) *The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio when at least 2 contiguous lots that existed at the time of adoption of the Ordinance with each having frontage on an arterial road, submit a single zoning map amendment application to a PD-MUB district with the CDP showing no direct access onto an arterial road from any such lot.*

Staff Comment: Please provide information as to how the proposed lots are to be considered "contiguous" as they are bifurcated by Gloucester. As presented, the Applicant is not eligible for this incentive.

Response: The lots that compose the rezoning application area are not bisected by Gloucester Parkway. Therefore, these lots are contiguous and this bonus is justified.

Comment: 14. **Section 4-1359(D)(1), Additional Incentives.** *Areas within the FOD can be included when calculating the permissible FAR and residential density if a 25-foot natural buffer is maintained from the edge of the FOD.*

Staff Comment: The Applicant states that a 25-foot management buffer will be maintained adjacent to the FOD. Staff questions whether this buffer will be maintained in the vicinity of Land Bays N and Q.

Response: In accordance with the pending floodplain study, the limits of the FOD will be relocated to the west side of Pacific Boulevard. Therefore, there is no ability to provide a natural 25-foot buffer adjacent to the FOD in Land Bays N and Q because of the physical presence of Pacific Boulevard. Within other areas of the Property, a minimum 25-foot buffer adjacent to the FOD will be provided with exceptions for public road construction and utility improvements. Therefore, this incentive is justified.

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Comment: 15. **Section 4-1400, AI Airport Impact Overlay District.** A portion of the property is within the Ldn 60 one mile buffer of the AI Overlay District. The CDP indicates residential units within the Ldn 60 one mile buffer, therefore, the Applicant shall provide a full disclosure statement. In Note 17 on the Cover Sheet, indicate compliance with Section 4-1400 and revise to state Ldn 60 one mile buffer.

Response: Note 17 on the Concept Plan has been revised to indicate compliance with Section 4-1400.

Comment: 16. **Section 4-1500, FOD - Floodplain Overlay District.** The subject site contains major and minor floodplain and is therefore subject to Section 4-1500, FOD-Floodplain Overlay District. Although almost all of the floodplain on the site is considered Major Floodplain, Parcel 042-49-0209 contains a small portion of Minor Floodplain. Please revise plans accordingly. It is noted that development is proposed to be located in Land Bays N and Q in areas currently designated as within the Floodplain Overlay District. Unless the floodplain is altered as a result of road construction, it cannot be filled and used for other uses allowed in the underlying zoning district.

Response: Noted.

Comment: 17. **Section 5-1100, Off-Street Parking and Loading Requirements.** Parking shall be provided in accordance with this Section at the time of site plan review.

Response: Noted.

Comment: 18. **Section 5-1200, Sign Regulations.** Sign requirements for the PD-MUB District are provided in Section 5-1204.

Response: Noted.

Comment: 19. **Section 5-1300, Tree Planting and Replacement.** Final site plans and construction plans for the site shall demonstrate tree planting and replacement in accordance with this Section of the Ordinance.

Response: Noted.

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Comment: 20. **Section 5-1400, Buffering and Screening.** Buffer yards and parking lot landscaping shall be provided in accordance with this Section.

Response: Noted.

Comment: 21. **Section 6-1508, Contents of an approved Concept Development Plan.**

(A) **Nonresidential Densities.** Include a statement regarding the required and provided setbacks. Also, the additional regulations of Section 5-600 should be referenced as applicable. For example, state that the hotel use is subject to Section 5-611.

(E) **Perimeter Treatment.** Demonstrate the design and arrangement of the perimeter areas on the CDP.

Response: Sheet 14 of the Concept Plan provides information regarding applicable setbacks for the proposed uses. A note has been provided on the Cover Sheet referencing compliance with the additional regulations of Section 5-600. The Overall Tree Canopy Plan sheets illustrate the proposed treatment of perimeter areas through the preservation of existing vegetation within the floodplain and additional plantings that will buffer and mitigate the impact of the proposed uses on adjacent properties.

Comment: 22. **Article 7.** On the CDP, provide a calculation for the required number of affordable dwelling units (ADUs). Although this information is included in the Proffers, it must also be included on the CDP.

Response: The Concept Plan has been revised to include an ADU calculation.

C. ZONING MAP AMENDMENT PLAT

Cover Sheet

Comment: 1. Include full application number in title (ZMAP 2008-0021).

Response: The Concept Plan has been revised accordingly to include the application identification number.

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Comment: 2. Note 17. Specify that the site is located within the Ldn 60 one-mile buffer of the Airport Impact Overlay District and state the requirements the Applicant must meet for properties within the AI overlay district.

Response: Note 17 of the Cover Sheet has been revised to include additional information regarding the requirements of the AI overlay district.

Comment: 3. Note 31. Check wording of this note as only one zoning district is proposed. Further, type, location and nature of land use are not shown on overview sheet (Sheet 2).

Response: Note 31 of the Cover Sheet has been revised to clarify the applicable sheet references.

Comment: 4. Note 33. Is the illustrative "land use map over existing conditions" referencing Sheet 31? This sheet is difficult to read.

Response: Note 33 of the Cover Sheet, which references Sheet 31 has been revised.

Comment: 5. Note 38. 2nd line. Typographical error. "Revised" not "Revise"

Response: Note 38 of the Concept Plan has been revised to correct this typographical error.

Comment: 6. Check Sheet Index especially for Sheets 17-19.

Response: The Sheet Index on the Cover Sheet has been revised to correct these errors.

Comment: 7. Traffic/Pedestrian Circulation Plan is on Sheets 15-16.

Response: The Sheet Index on the Cover Sheet has been revised to correct this error.

Comment: 8. Vicinity Map. More clearly delineate area subject to rezoning, perhaps with darker shading or hashing.

Response: The Vicinity Map has been revised to more clearly depict the rezoning application area.

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Sheets 4 & 5

Comment: 9. Clarify location of Major Floodplain to correspond to the County's mapping records. Any changes to the delineation of the floodplain must be approved through a Floodplain Alteration.

Response: The floodplain is depicted at elevation 218 as confirmed in the floodplain analysis performed on behalf of VDOT for the design and construction of the Route 28/Nokes Boulevard/Gloucester Parkway interchange. The floodplain limit according to the pending floodplain study (2009-FPST-0004) is also depicted, which locates the floodplain limit on the west side of Pacific Boulevard.

Sheets 8-12

Comment: Include Land Bay identifications on the Concept Plan.

Response: The Concept Plan has been revised to include Land Bay references.

Sheet 11

Comment: 10. Pacific Blvd. is shown going through three areas of steep slopes. Please address issue.

Response: In order to permit the construction of Pacific Boulevard across Broad Run to provide a connection to Russell Branch Parkway according to the alignment recommended by the Countywide Transportation Plan, this road improvement must go through an area of Very Steep Slopes. Final engineering of this improvement and its associated impacts have not been completed.

Comment: 11. Pacific Blvd. is shown going through an existing structure known as the Historic Toll House. This structure has been designated as an Historic site and therefore, a Certificate of Appropriateness must be obtained from the Historic District Review Committee prior to the relocation, rehabilitation or razing of the structure.

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Response: The Historic Toll House is located off-site. Any impacts to this resource must be mitigated in accordance with the requirements of the Revised 1993 Zoning Ordinance, as well as state and federal regulations regarding impacts to resources listed on the National Register. The Applicant is aware of these requirements and will abide by the necessary procedures should this resource be impacted by the construction of Pacific Boulevard according to the alignment recommended by the Countywide Transportation Plan.

Comment: 12. Please provide clearer delineation of the areas that are not subject to the rezoning request (ex. Darker shading or hashing).

Response: The Concept Plan has been revised to more clearly delineate the areas not subject to this rezoning application.

Sheet 12

Comment: 13. What is the 5' setback labeled along Broad Run?

Response: The five-foot setback along Broad Run is a rear yard requirement, which is satisfied as shown on the Concept Plan.

Comment: 14. A portion of the pump station is shown within the 150' Scenic Creek Valley Buffer. Adjust so structure is outside the buffer.

Response: The Concept Plan has been revised to locate the pump station outside of the limits of the 150' Scenic Creek Valley Buffer.

Sheet 13

Comment: 15. Check acreage total. Staff calculates total site area as 394.13 (313.91 + 6504 + 14.82) based on County records.

Response: The acreage depicted in the Concept Plan is accurate and reflective of the land area subject to this rezoning application. The County's records have not yet been updated to reflect land area that VDOT acquired from the Applicant for purposes of constructing the Route 28/Nokes Boulevard/Gloucester Parkway interchange.

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Comment: 16. Include line for Parks & Open Space to show the project meets the 10% requirement of Section 4-1355 (A)(5).

Response: **Sheet 13 of the Concept Plan has been revised to include a statement that the parks and open space requirement of the PD-MUB District will be satisfied.**

Comment: 17. Indicate how many spaces are proposed within parking structures.

Response: **The Applicant has not completed the final design of the buildings and parking structures. Therefore, it is unknown how many parking spaces will be provided within parking structures. As provided in the Proffers, a minimum of 50% of the required parking spaces at full-build out of the development will be provided within parking structures.**

Sheet 14

Comment: 18. Parking Tabulation. Remove note regarding ADU Calculation from the parking tabulations and include as a separate note as this is not related to parking tabulations. It is understood that the Applicant is also proposing 10% workforce housing units in order to be eligible for additional FAR in accordance with Section 4-1359(C)(3). Thus, provide a statement regarding the percentage of both ADU and workforce housing units to be provided.

Response: **Sheet 14 of the Concept Plan has been revised to include an ADU tabulation with a reference to the provision of workforce dwelling units that will be provided in accordance with the Proffers.**

Comment: 19. Zoning Modifications. 4-2358(C). Please note that this section is not for tree spacing, it states the number of street trees required is based on the number of linear feet. The trees do not need to be evenly spaced and may be grouped.

Response: **The Applicant requests an opportunity to discuss this point with Zoning Administration Staff.**

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Comment: 20. Proposed Zoning. Parking setback is 25' minimum (per Section 5-900) for streets that are not a major collector. Pacific Boulevard (major collector) has a 75-foot building and 35-foot parking setback.

Response: The portion of Pacific Boulevard within the rezoning application area is classified as a minor collector roadway according to the recommendations of the Revised General Plan. The Concept Plan has been revised to ensure that all surface parking areas will be located at least 25 feet from the Pacific Boulevard right-of-way.

Comment: 21. Proposed Zoning. Yards. The table references that a modification is required to the 50' maximum front yard and the rear yard requirements. Staff has not found modifications to either the front or rear yard requirements [Sections 4-1356(B)(1) and 4-1356(B)(3)].

Response: The Concept Plan and Statement of Justification have been revised to include requests to modify Sections 4-1356(B)(1) and 4-1356(B)(3) of the Revised 1993 Zoning Ordinance.

Comment: 22. Proposed Zoning. Yards. Adjacent to Agricultural Uses (Section 4-805(F)(2)) does not apply to the PD-MUB district. Delete reference.

Response: The Concept Plan has been revised to delete this reference.

Comment: 23. Proposed Zoning. Residential Density. In order for the streets to be private, the residential uses must be within 1,200 feet of the principal business uses and 75% of the structures must be multi-story mixed-use structures. It does not appear that this has been achieved, thus the streets must be public unless a modification is requested and approved.

Response: All of the proposed multi-family residential buildings will be located within 1,200 feet of principal business uses. It is not known whether a minimum of 75% of the structures will be multi-story, mixed-use buildings. Therefore, the Applicant requests a modification to Section 4-1359(D)(2) to allow the provision of private streets.

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Comment: 24. (D) Additional Incentives: In order for the areas within the FOD to be included when calculating FAR and residential density, a 25-foot natural buffer must be maintained from the edge of the FOD. Staff questions whether this buffer has been maintained, especially in Land Bay N.

Response: In accordance with the pending floodplain study, the limits of the FOD will be located on the west side of Pacific Boulevard after it has been constructed. Therefore, there is no ability to provide a natural 25-foot buffer adjacent to the FOD in Land Bays N and Q. Within other areas of the Property, a minimum 25-foot buffer adjacent to the FOD will be provided with exceptions for public road construction and utilities. Therefore, this incentive is justified.

Sheet 15

Comment: 25. Cross section of "Trail in Floodplain". Coordinate verbiage with label along floodplain. It is a pedestrian "path" or "trail" Use one term.

Response: The Concept Plan has been revised to provide consistent references to the different types of trails to be constructed on the Property.

Comment: 26. Identify where the "boardwalk" is in the floodplain.

Response: The Concept Plan has been revised to depict potential locations of boardwalk trails within the floodplain. The location of boardwalk trails within the floodplain will be subject to final engineering to be conducted in association with wetland and stream mitigation activities. A Restoration Plan that illustrates mitigation activities within the floodplain, including trail locations, has been included in the revised Proffer Statement.

Comment: 27. "Pedestrian Trail." The legend does not include a "Pedestrian Trail" only a "Bicycle/Pedestrian Circulation" and "Pedestrian Circulation". Please clarify and amend labels as appropriate. Further the cross section is labeled "Ped & Bike" Trail. Please amend as necessary.

Response: The Concept Plan has been revised to clarify the trail labels.

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Comment: 28. The legend contains "Vehicle Circulation." Where is vehicle circulation proposed? If none proposed, remove from legend.

Response: **The Concept Plan has been revised to delete vehicle circulation from Sheet 15, though it remains on Sheet 16.**

Comment: 29. Sheet 17. Note. Please note that the minimum required walkway widths are to be clear of impediments, thus minimum width is to be measured from behind any trees to the building.

Response: **The Concept Plan has been revised to clarify the width of sidewalks as measured from the building face to the tree planting area. Street trees will be planted 44 feet or 35 feet on-center, depending upon whether on-street parking is provided adjacent to the streetscape. The space between trees will accommodate an additional 4.5 feet of sidewalk area.**

Comment: 30. Sheets 17 & 18. Where is typical section for Road Section 8?

Response: **The Concept Plan has been revised to label the location of the Road 8 section.**

Comment: 31. Sheet 17. Typical section for Road 10 indicates two 12' travel lanes and 20' angled parking, for a total of 44', yet on Sheet 11, Road 10 is dimensioned at 24 feet. Please adjust measurements to eliminate discrepancy.

Response: **The Concept Plan has been revised to eliminate the discrepancy between the typical section for Road 10 and the dimensioned plan view of Road 10.**

Comment: 32. Sheet 25. Areas of steep slopes appear to be affected. Please explain.

Response: **The Concept Plan has been revised to limit disturbances of very steep slopes to activities related to the construction of Pacific Boulevard. A small portion of very steep slopes located at the southernmost portion of Pacific Boulevard that is within the rezoning application area is an isolated very steep slope area, as the construction of Pacific Boulevard according to the pending construction plans and profiles (CPAP 2008-0118) will eliminate the majority of this area of very steep slopes, leaving an area of very steep**

slopes in this portion of the rezoning application of less than 5,000 square feet. The northern crossing of Pacific Boulevard across Broad Run has been designed according to the alignment recommended by the Countywide Transportation Plan. Final engineering of this crossing has not occurred, which may result in an ability to minimize impacts to this area of very steep slopes.

Comment: 33. Sheet 26. Indicate location of existing flood plain.

Response: The Concept Plan has been revised to depict the FOD in its current location as altered by the construction of the Route 28/Nokes Boulevard/Gloucester Parkway interchange and Pacific Boulevard. The Applicant has recently submitted a floodplain study (2009-FPST-0004), which shows the FOD according to its actual location as a result of the construction of the Route 28/Nokes Boulevard/Gloucester Parkway interchange and the construction plans and profiles for Pacific Boulevard. The proposed floodplain elevation as depicted in the pending floodplain study also is shown on the revised Concept Plan.

Comment: 34. Sheet 30. The illustrative layout plan does not identify the uses for each Land Bay. What do the Land Bay letters correspond to? Where are the residential units proposed? Are they in multi-use buildings? Are they in close proximity (w/i 1,200 feet) of the principal business uses?

Response: The Concept Plan has been revised to provide labels and uses permitted within each Land Bay.

Comment: 35. Sheet 32. Legend. Typo: "Possible" not "Possibble"

Response: The Concept Plan has been revised to correct this typographical error.

D. SECTION 6-1504, MODIFICATIONS

A modification of the Zoning Ordinance shall be granted only when such modification is found to achieve an innovative design, improve upon the existing regulation, or otherwise exceed the purpose of the existing regulation. The Applicant proposes several modifications to the Ordinance, for which Zoning Staff offers the following evaluation:

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Comment: 1. **Section 4-1356(C). Building Height.** Modify to allow maximum building heights of 175 feet.

Staff Comment: As the modification request is written, the maximum building height would be increased from 75 feet to 175 feet for the portion of the property along Pacific Boulevard and Route 28. However, Proffer I.I. places minimum height restriction for Land Bays B, F, J, and L. A maximum height is placed on Land Bay C of 75 feet, but all other Land Bays have a maximum height of 175 feet according to the Proffer. Please clarify the areas to be affected by the modification request and amend the Proffers and Statement of Justification accordingly. The Applicant states that the increased heights are necessary to achieve the vision of keynote employment for this location. Staff requests that the Applicant identify specific locations for the higher structures on the CDP. If a modification is granted for increased heights, it is recommended that the buildings be required to meet additional setbacks of at least one additional foot of setback for each one foot in building height over 75 feet. Staff cannot support an increase in height limit to that extreme, effectively doubling the maximum height, without additional justification, including a proposals for increased setbacks.

Response: **The Concept Plan and Statement of Justification have been revised to limit the maximum height of buildings to 150 feet. In accordance with the Zoning Ordinance Modification Justification, only those non-residential buildings within Land Bays B, F, J and Q will be permitted to exceed 75 feet. Allowing building heights to exceed 75 feet is a critical modification that is necessary to permit conformance with the Keynote Employment policies of the Revised General Plan, that calls for taller Class A office buildings adjacent to Route 28. Conformance with this recommendation is only possible through this requested Zoning Ordinance modification. Sufficient landscaping will be provided along Pacific Boulevard to buffer the impact of these buildings from pedestrian view. It is not possible to provide additional setbacks related to the increase in building height and comply with the Keynote Employment policies of the Revised General Plan.**

Comment: 2. **Section 4-1358(B)(2). Buffering and Screening.** The Applicant requests that the parking lot standards of Section 5-1413 referenced in Section 4-1358(B)(2) be modified to permit the 10-foot wide landscape strip between parking lots be reduced to 6 feet.

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Staff Comment: As the actual standard to be modified is specified in Section 5-1413(C)(1)(a) this section must also be included in the modification request. Please provide additional justification as to how the request will exceed the public purpose.

Response: The Concept Plan and Statement of Justification have been revised to request a modification of Section 5-1413(C)(1)(a) of the Revised 1993 Zoning Ordinance in addition to the requested modification of Section 4-1358(B)(2) of the Revised 1993 Zoning Ordinance. These requests are necessary to permit a reduction in the width of landscape strips from 10 feet to 6 feet. It is the professional judgment of the Applicant's landscape architect that 6 feet is sufficient to support healthy vegetative growth. Landscape strips wider than 6 feet can disrupt streetscapes, which would undermine the intent of the pedestrian focus of the PD-MUB District.

Comment: 3. Section 4-1358(C). Tree Spacing. Modify to permit street trees to be planted 44 feet on-center where on-street parking is provided and 35 feet on-center where on-street parking is not provided.

Staff Comment: The Ordinance requires street trees to be planted at a density of one tree per 25 linear feet. There is not a requirement that the trees be evenly spaced in 25-foot intervals. Thus, depending on the species of the trees, grouping could satisfy the quantify requirement. The Applicant has not provided adequate justification as to how the request will exceed the public purpose.

Response: The Applicant requests the opportunity to discuss this point with Zoning Administration Staff because previous experience with similar development projects has required a modification of this section of the Zoning Ordinance for the same reasons stated in the Applicant's justification for this requested modification..

LSDO AND FSM MODIFICATION REQUESTS

Comment: As Zoning Administration does not administer either the Land Subdivision and Development Ordinance (LSDO) or the Facilities Standards Manual (FSM),

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Staff recommends that the Engineering and Land Development Divisions of Building and Development review the four proposed modifications to the FSM (Section 4.310(C), 4.310(G), Section 4.330(B)(2), Section 4.330(B)(3)] and the 1 modification requested to the LSDO [Section 1245.01(2)].

Response: Noted.

E. PROFFERS

Comment: 1. *Proffer I.B. 2nd line.* As there is only one district proposed with this application, amend from "districts" to "district."

Response: Revision made.

Comment: 2. *Proffer I.B. 2nd line.* Delete "permissible" and replace with "permitted by."

Response: Revision made.

Comment: 3. *Proffer I.B.2. 4th line.* The Use Mix table on Sheet 13 specifies "Retail/Other" as 398,825 sq. ft. where this Proffer specifies "retail sales establishments and/or restaurants" as 398,825 sq. ft. Please use consistent term.

Response: Revision made.

Comment: 4. *Proffer I.B.5.* This Proffer states that an amphitheater is proposed for the development. Please note that such a use will require special exception approval in accordance with Section 4-1355(D)(6).

Response: Clarification made in Proffer.

Comment: 5. *Proffer I.B.5. 6th line.* The term "*fire and rescue site*" should be identified as "public use site" to be consistent with terms used elsewhere.

Response: Revision made.

Comment: 6. *Proffer I.E.* Workforce housing units are not administered pursuant to the Affordable Dwelling Unit provisions of Article 7 of the Zoning Ordinance.

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Response: Clarification made in Proffer.

Comment: 7. *Proffer I.F.1. 2nd line.* What is the "Residue Property"?

Response: Correction made to use defined term "PD-IP Portion."

Comment: 8. *Proffer I.F.2. 2nd line.* What is the "Residue Property"?

Response: Correction made to use defined term "PD-IP Portion."

Comment: 9. *Proffer I.F.2. last sentence.* Does this sentence apply whether stadium built or not? Clarify what "Such 1,550,000 square feet" means.

Response: Clarification made in Proffer.

Comment: 10. *Proffer I.I.* If greater setback is to be provided in conjunction with a modification for additional height, this Proffer must be amended.

Response: Not Applicable.

Comment: 11. *Proffer I.I.* Clarify what the height modification request is for. Based on this Proffer, all Land Bays, with the exception of Land Bay C, can have a maximum height of 175 feet. The modification restricts the request for the 175 feet to the portion of the property along Pacific Blvd./Route 28.

Response: Clarification provided in Proffer and on Concept Plan. Maximum height reduced to 150 feet.

Comment: 12. *Proffer II.B.* The "Loudoun County Sanitation Authority" now officially "Loudoun Water." Revise reference in line 2 accordingly.

Response: Revision made.

Comment: 13. *Proffer II.J. throughout paragraph.* The Concept Plan, Sheets 22 and 23, reference "Treesave Area" while this Proffer references "Tree Preservation Areas". Use consistent terminology.

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Response: Both the Proffer and the Concept Plan have been revised to use "Tree Preservation Area."

Comment: 14. *Proffer II.J. last paragraph, 2nd line.* After "ENERGY STAR" insert "or equivalent."

Response: Revision made.

Comment: 15. *Proffer III.D.3.a. 6th line.* Pacific Boulevard does not interest with Road 3. Please check Proffer Statement for accuracy.

Response: Correction made.

Comment: 16. *Proffer IV.A.1. 5th line.* Where is Road 6 on Sheet 16?

Response: Correction made.

Comment: 17. *Proffer IV.A.2. 1st line.* What are the "adjacent areas" referred to?

Response: Clarification provided in Proffer.

Comment: 18. *Proffer V.B. 1st line.* Road 6 is not shown on the Concept Plan.

Response: Correction made.

Comment: 19. *Proffer V.B. 2nd line.* Clarify that the medians are to be 8 feet in width.

Response: Clarification made.

Comment: 20. *Proffer V.E.* Specify whether the berm is proposed to be located on the east, west or both sides of Pacific Boulevard.

Response: Clarification made.

Comment: 21. *Proffer V.E.* Specify minimum height of buffer.

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Response: Minimum height of 2.5 feet added to Proffer.

Comment: 22. *Proffer V.J.1. 4th line.* The referenced sheets should be 17 and 18, not 15 and 16.

Response: Correction made.

Comment: 23. *Proffer V.J.4. 2nd sentence.* Note that a modification must be granted to achieve this Proffer.

Response: Noted.

Comment: 24. *Proffer V.J.6. 2nd line.* Insert after "spaces," "within 400 feet of the subject principal use as permitted by the Zoning Ordinance."

Response: Revision made.

F. ENVIRONMENTAL REVIEW TEAM COMMENTS

Comment: Comments from the Environmental Review Team dated April 14, 2009 were forwarded to the Project Manager under separate cover. A copy of these comments is attached for reference.

Response: The Applicant responded to ERT comments by letter dated April 30, 2009.

HUNTON & WILLIAMS

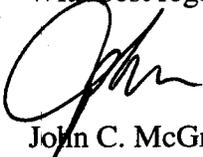
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If you have any questions or require additional information, please call me at (703) 714-7464. We would like to meet with you and representatives of the referral departments and agencies as soon as possible to explain and discuss these revisions to the application. We would like to schedule those meetings before the agencies undertake their full review of the submission – perhaps a week or so from today. Specifically, we would like to meet with you and Laura Edmonds as soon as your schedules permit to coordinate the environmental proffers with the final conditions approved with the SPEX application for the office and ballpark uses. Please let me know what works best for you.

With best regards,



John C. McGranahan, Jr.

Enclosures

cc: The Honorable Lori Waters
The Honorable Robert J. Klancher
Mr. Michael W. Scott
Mr. Daniel P. Coughlan