

OX HILL REALTY
CITY CENTRE WEST
NARRATIVE

August 31, 2022

Please accept the following Narrative to support the submitted rezoning, special use permit, special exception and related applications to allow the redevelopment of 10501 Main Street, 10515 Main Street and 10523 Main Street. The proposed development consists of an upper-story residential/mixed use building that will include multifamily condominium units, medical and general office space, a drive-through bank, and ground floor retail and/or restaurant uses. This Narrative is submitted in conjunction with a Master Development Plan and Special Use Permit Plat, prepared by Urban, Ltd., dated January 18, 2022 as amended August 30, 2022 (the “MDP/SUP Plat”) and associated supporting materials. The contents of this Narrative address the approval considerations for rezonings, special use permits and special exceptions as set forth in Sections 6.4.9, 6.7.7 and 6.17.7 of the City of Fairfax Zoning Ordinance (the “Zoning Ordinance”).

Ox Hill Realty (the “Applicant”) is the contract purchaser of a three-parcel assemblage in the City of Fairfax (the “City”) located on the south side of Main Street at its intersection with West Street. The Subject Property consists of three (3) tax parcels identified among the City’s tax records as 57-4-02-071, 57-4-02-072, and 57-4-02-076 (collectively, the “Subject Property”). According to the assessment records, the Subject Property includes a total of approximately 77,683 square feet (approximately 1.78 acres). The Subject Property is currently split-zoned CR (Commercial Retail) and CG (Commercial General). All three parcels are located in the Old Town Fairfax Transition Overlay (TO) District. The Subject Property is currently developed with three existing freestanding buildings including a vacant drive-through bank, a vacant restaurant and a low-rise office building.

PROPOSED DEVELOPMENT

The Applicant proposes to rezone the Subject Property from the CR, CG and TO Districts to the CG (Commercial General) and TO Districts to permit the development of a vibrant mixed-use building that will activate the Subject Property and contribute to the vibrancy of Old Town Fairfax. As discussed in more detail below, the proposal is consistent with the vision for Old Town set forth in the City’s Comprehensive Plan as articulated in the Old Town Fairfax Small Area Plan (SAP), and will serve as a catalyst for further redevelopment in the Old Town Fairfax Activity Center.

Overview of Proposed Uses

As depicted on the submitted MDP/SUP Plat, the proposed upper-story residential/mixed use building will include a mix of residential and commercial uses that will breathe life into a relatively dormant area of Old Town Fairfax. With the exception of a small residential lobby in the northwest corner of the building, the first three floors of the building will be occupied exclusively by commercial uses. On the east side of the Subject Property, the ground floor of the

building will include approximately 7,324 square feet of retail and/or restaurant uses oriented toward a proposed public plaza in the southwest quadrant of the intersection of Main Street and West Street. The proposed public plaza is located on property owned by Fairfax County. With the cooperation of the County, the Applicant proposes to improve this area with a plaza that will be accessible to the public. The plaza will provide additional open space in Old Town Fairfax and will serve to integrate the proposed development with the downtown. The restaurants and/or retail establishments will contribute toward the activation of the downtown, and will provide additional dining and/or shopping opportunities for the City and its residents.

The remainder of the first and second floors of the building will be occupied by additional commercial uses including a major financial institution, general office space and medical office space. The Applicant has already secured two major tenants for the building – Truist Bank and Infinite Technologies. These tenants currently occupy office space in Old Town Fairfax, and have expressed a strong desire to remain in the City. The Applicant’s proposal therefore provides an opportunity for the City not only to keep these existing businesses and employers in the City, but also to attract new businesses and commercial activity to the Old Town. The bank will include a drive-through, but unlike typical freestanding drive-through establishments, the proposed drive-through facility is located entirely within the proposed underground parking garage and therefore not visible from public view. It will include three (3) parallel drive-through lanes serviced by two (2) electronic teller machines. Each lane will include four (4) stacking spaces measured from the teller machines, consistent with Zoning Ordinance requirements.

The upper five stories of the building will be occupied by 84 multifamily condominium units. The proposed condominiums will include one, two and three-bedroom units that range in size from approximately 1,055 square feet for one-bedroom units up to approximately 3,262 square feet for three-bedroom units. Based on the proposed number of units, the proposed development is subject to conformance with the recently-adopted Affordable Dwelling Unit (ADU) provisions of the Zoning Ordinance. Accordingly, five (5) units, representing 6% of the total number of units, will be provided as for-sale ADUs. Sales of these units will be conducted in accordance with the provisions of the ADU Ordinance and the associated administrative regulations. As indicated on the floor plans included in the MDP/SUP Plat, the residential component of the development will include amenity areas, private balconies, and a unique rooftop open space element that includes a swimming pool. The proposed condominium units will help meet the City’s demonstrated need for multifamily housing opportunities, and it is anticipated that the size and location of the units will appeal to the growing segment of ‘buy-down’ homebuyers who wish to remain in or move into the City of Fairfax community close to friends and family but eliminate the maintenance obligations associated with a single-family home. The introduction of additional full-time residents in the heart of downtown Fairfax will support the City’s business community and contribute to the activation of Old Town Fairfax consistent with the vision of the SAP.

Site and Building Design

As shown on the MDP/SUP Plat, the proposed building is oriented to Main Street, forming a street wall that activates the streetscape consistent with the objectives of the TO District. The ground floor of the building will be activated by the retail and/or restaurant uses and the office uses along Main Street. Streetscape improvements along the Main Street frontage include the

undergrounding of existing overhead utilities and the installation of a new ten (10) foot wide brick sidewalk. The proposed public plaza to the east of the building will serve as a gathering space for patrons of the restaurant/retail establishments, residents, employees of businesses within the building and the surrounding area, and the general public. The landscaped public plaza will contribute to the establishment of a network of open spaces throughout Old Town Fairfax, and will enhance connectivity between Old Town and the proposed development.

The proposed building is served by a partially buried 4-level parking garage that includes a total of 467 parking spaces. The number of parking spaces is consistent with Zoning Ordinance requirements. Access to the parking garage is provided on the south side of the building, thereby eliminating the three existing curb cuts on Main Street and reducing queuing conflicts at the intersection of Main Street and West Street. The garage includes two (2) entrances to the parking areas, and one (1) entrance to a dedicated loading area that will serve the residential and commercial uses.

The proposed development will provide on-site stormwater management and best management practices (BMP) consistent with all applicable state and City requirements. In furtherance of the Applicant's commitment to sustainable building design, the building will achieve LEED certification. Additionally, the Applicant has identified potential green roof areas on the roof of the building, which will provide enhanced stormwater management.

Transportation Improvements and New Road Infrastructure

One of the most significant benefits of the Applicant's proposal is the implementation of substantial improvements to the transportation network in the City and Fairfax County. The Applicant's proposal includes the construction of a new road on the western portion of the site that will provide a connection between Main Street and, ultimately, the Fairfax County Judicial Complex. A new traffic signal is proposed at the intersection of this new road and Main Street. The signal will facilitate access to the parking garage entrances located to the rear of the proposed building, improve traffic conditions along Main Street, and provide an added operational benefit to the Mosby Tower located to the northwest of the Subject Property across Main Street.

In addition to the Main Street connection, the Applicant proposes to construct a new road along the southern property line that will connect West Street with the proposed Main Street connection. This east-west connection, which is located partially on the Subject Property and partially within Fairfax County, will provide vehicular access to the parking garage located beneath the proposed building which, as discussed above, will include the internal bank drive-through facilities. The east west road will also include publicly accessible on-street parking that will provide convenient access to the retail and/or restaurant uses in the building and supplement the on-street parking supply in the downtown. As noted on the MDP/SUP Plat, all proposed improvements on Fairfax County property, including the proposed road, public plaza, and parking garage connection, are subject to coordination with and approval by Fairfax County.

Both new roads to be constructed by the applicant will be private, but will remain publicly accessible in perpetuity through the establishment of public access easements to be recorded by the Applicant. While both roads will be constructed by and at the cost of the Applicant during

construction of the building, they will provide a clear public benefit through the logical extension of the existing street grid in Old Town, the provision of a new vehicular and pedestrian connection between the judicial complex and Main Street, and improved vehicular circulation. Moreover, the City will experience a positive fiscal impact from the proposed development as a whole through the retention of tenants and jobs in the City, and the generation of substantial new tax revenue from this project. For these reasons, and because both jurisdictions have expressed a desire for these streets during the planning process for this proposal, the Applicant is requesting reimbursement from the City and County for their respective portions of the roads and associated infrastructure.

REZONING APPLICATION

The proposed rezoning fulfills each of the approval considerations set forth in Section 6.4.9 of the Zoning Ordinance, as discussed below:

A. Substantial conformance with the Comprehensive Plan

The proposed development is in substantial conformance with the Comprehensive Plan (the “Plan”), as it advances several of the Plan’s stated objectives. As indicated on the Plan’s Future Land Use Map, the Subject Property is located within the boundaries of the Old Town Fairfax Activity Center and the Old Town Fairfax Small Area Plan (the “SAP”).

First, the Applicant’s mixed-use development will contribute to the creation of a balanced activity center, thereby advancing one of the five Key Ideas of the SAP. The introduction of residential activity will contribute to the activation of the City’s downtown core, and the addition of office, retail and restaurant uses will complement the existing commercial character of downtown Fairfax while strengthening the City’s commercial tax base. The proposal will provide opportunities for individuals to live, work, shop and dine in downtown Fairfax.

Second, the Applicant’s proposal is consistent with the urban framework envisioned in the SAP. The proposed transportation improvements, which include the construction of new streets along the western and southern boundaries of the Subject Property, will extend the existing grid of streets in Old Town Fairfax westward along Main Street, thereby breaking up this large block and supporting a more walkable, pedestrian oriented experience. The orientation of the proposed building to Main Street and location of retail, restaurant and other commercial uses along the entire Main Street frontage will activate the street and contribute toward the urban character of Old Town. Additionally, the proposed construction of a public plaza at the intersection of Main Street and West Street will add to the growing network of public open spaces in the downtown, consistent with the objectives of the SAP. The proposed building will serve as a gateway to downtown Fairfax.

Finally, the proposed building will also provide a transition between the City and the Fairfax County Judicial Complex to the south, for which Fairfax County has plans for future development in the near and mid-term. While the proposed 8-story building exceeds the recommended height in the SAP on account of the significant topography of the site, its unique location adjacent to the Judicial Complex and in proximity to some of the tallest

buildings in the City makes it appropriate in the context of the surrounding area. Through the use of quality materials and architectural design, the building will screen views of the existing concrete parking garage to the southwest. Additionally, Fairfax County ultimately intends to redevelop the Judicial Complex with a number of buildings, the heights of which are currently unknown. Given that there are no residential uses in the vicinity of the property to be adversely impacted, the additional height in this area is appropriate. The Applicant's proposal will provide the City with a signature building at the western gateway to the downtown.

- B. Any greater benefits the proposed rezoning provides to the City than would a development carried out in accordance with the current zoning district, and otherwise applicable requirements of this chapter.*

The proposed development includes the consolidation of three split-zoned parcels into a single parcel under a unified zoning district. The proposed CG Zoning District is consistent with the recommendations of the Plan for the Old Town Fairfax Activity Center, and will allow the development of a mixed-use project that advances a number of the SAP's stated objectives as noted above. The numerous benefits of the proposed rezoning include, but are not limited to, the activation of three underutilized parcels, the construction of a number of transportation and infrastructure improvements, and the retention and addition of commercial activity in the City.

- C. Suitability of the Subject Property for the development and uses permitted by the current versus the proposed district.*

The Subject Property is highly suitable for the proposed development given its location in a commercial area of the City and proximity to existing cultural, civic and commercial uses. While each of the proposed uses are permitted either by right or with Special Use Permit approval under the current zoning classifications, the three parcels are currently split-zoned, and the Zoning Ordinance does not permit the coordinated redevelopment of a split-zoned property. A rezoning to the CG District will allow the development of uses that are permitted under the existing split-zoning classification in a manner that is consistent with the recommendations of the Plan and the SAP. The rezoning is therefore appropriate.

- D. Adequacy of existing or proposed public facilities such as public transportation facilities, public safety facilities, public school facilities and public parks.*

The proposed development will not have an adverse impact on public transportation facilities, safety facilities, school facilities, or public parks. As demonstrated in the submitted Fiscal Impact Analysis, the proposed development will result in substantial new revenue for the City on an annual basis which will more than offset the costs of services provided by the City. Additionally, the Applicant's proposal will include significant public facilities improvements including the undergrounding of existing overhead utilities, the construction of new roads, and the installation of a signalized intersection that will mitigate traffic impacts and ensure the flow of traffic on Main Street. Finally, the proposed public

plaza to be constructed at the intersection of Main Street and West Street will create additional publicly accessible open space to supplement the open space network in the area and further activate the downtown.

E. Adequacy of existing and proposed public utility infrastructure.

The existing public utility infrastructure is adequate to serve the proposed development. As stated above, the proposed development will include the undergrounding of existing overhead utilities along Main Street.

F. Compatibility of the proposed development with adjacent and nearby communities.

The proposed development is located in a predominantly commercial area of the City, and does not abut any existing or planned residential neighborhoods. As noted above, the proposed height is compatible with the height of proximate existing buildings on Main Street and with the height of planned development on the adjacent Fairfax County judicial complex. The addition of multifamily residential uses on the Subject Property advances the land use recommendations of the Plan and SAP, and will contribute to the activation of downtown Fairfax. The proposed development is therefore highly compatible with the surrounding area.

G. Consistency with the stated purpose of the proposed district.

The stated purpose of the CG District is to provide areas for office, general retail, automobile-related uses, and uses accessory or complementary thereto. The proposed office, retail, restaurant and drive-through uses are therefore consistent with the proposed CG District. Additionally, the Subject Property is also located in the TO District, which allows upper-story residential/mixed use development as a permitted use where the underlying zoning district is CG. Accordingly, the residential component of the proposed development is also consistent with the stated purpose of the TO District.

Accordingly, the proposed rezoning of the Subject Property from the CR and CG Districts to the CG District fulfills the considerations of Section 6.4.9 of the Zoning Ordinance.

SPECIAL USE PERMITS, SPECIAL EXCEPTIONS AND MODIFICATIONS

In conjunction with the proposed rezoning, the Applicant requests approval of the following special use permit and special exceptions:

1. Pursuant to Section 3.5.5.C of the Zoning Ordinance, a special use permit is hereby requested to allow a drive-through bank in the CG District.

The proposed drive-through bank complies with each of the accessory use standards enumerated in Section 3.5.5.D.10 of the Zoning Ordinance. The drive-through facilities are located completely within the proposed parking garage, and will not be visible from the public right of way. The drive-through lanes provide the required number of stacking spaces set forth in Section 4.2 of the Zoning

Ordinance, and the lanes will be clearly marked to direct the flow of traffic. As the lanes are located within the parking garage, the facility will not impede the flow of pedestrian traffic into the main entrance of the bank on Main Street.

The drive-through bank also fulfills the approval considerations for a special use permit as set forth in Section 6.7.7 of the Zoning Ordinance. The proposed drive-through, which will replace an existing drive-through bank on the Subject Property, is consistent with the Plan's recommendations which encourage a mix of uses – including commercial uses – in the downtown. The proposed drive-through will also comply with the accessory use standards as outlined above. Third, the proposed drive-through will have no impact on the health or safety of persons in the vicinity of the Subject Property given that the facilities are located entirely within the proposed parking garage. Similarly, the drive-through will have no adverse impact on the public welfare or surrounding properties. For the above reasons, approval of the requested special use permit is appropriate.

2. Pursuant to Section 6.17.1(B)(3) of the Zoning Ordinance, a special exception is hereby requested to allow a modification of the forty-eight (48) foot maximum building height in the TO District.

The Applicant is requesting a modification of the maximum building height requirement to allow a height of eight (8) stories and approximately 93 feet. In accordance with the approval criteria for special exceptions set forth in Section 6.17.7 of the Zoning Ordinance, the requested modification of maximum building height will not materially or adversely impact adjacent land uses or the physical character of uses in the immediate vicinity of the Subject Property. The proposed development is located in a commercial area of the City and is surrounded entirely by non-residential uses. Proximate commercial development on Main Street to the west of the Subject Property includes two six (6) story buildings, and the six-level County parking garage. The proposed height is therefore generally compatible with the height of existing structures in the surrounding area. In addition, the adjacent Fairfax County Judicial Complex located south of the Subject Property is not subject to any height restrictions. In its recently adopted Master Plan for the judicial complex, Fairfax County identified two 5 – 7 story buildings immediately south of the Subject Property. The Applicant's proposed building will therefore screen view of the adjacent County parking garage, and provide a logical transition in height between the City and the planned adjacent buildings on the Judicial Complex.

Given the lack of residential uses in the immediate vicinity of the Subject Property and Fairfax County's plans for the Judicial Complex, the requested increase in maximum building height is compatible with existing and planned development in the surrounding area and will not have adverse impacts on residential communities. Further, the proposed building height is consistent with the height recommendations for the Subject Property identified in the SAP. Accordingly, the requested special exception is appropriate.

3. Pursuant to Section 6.17.1.B.3 of the Zoning Ordinance, a special exception is hereby requested to allow an increase in the maximum permitted density in the CG District set forth in Section 3.6.2.

The proposed 80 condominium units results in a density of 44.94 units per acre, which exceeds the permitted density of 24 units per acre allowed for developments in the CG District that are subject to the ADU Ordinance. The proposed additional density at this location, however, is supported by the Comprehensive Plan and the Old Town SAP. This project will inject a significant amount of activity into Old Town and continue Old Town's transition into a mixed-use activity center with a balanced mix of uses. The future residents of the proposed building will live in walking distance to local shops, restaurants and other places of business in Old Town Fairfax – thereby reducing reliance on cars and contributing to the activation of the area. In addition to the 80 proposed condominium units, the Applicant's proposal also includes a significant amount of commercial uses, including retail, restaurant and office space – thereby contributing to the balance of uses envisioned by the SAP. The Applicant's proposal will further serve as a catalyst for future re-development in Old Town, thereby advancing the goals of the City and its SAP.

4. Pursuant to Section 6.17.1.B.3 of the Zoning Ordinance, a special exception is hereby requested to allow a modification of the yard requirements in the TO District.

The Applicant requests a special exception to allow modifications of the 50% mandatory build-to line and maximum 10 foot front yard requirement in the TO District. A strict application of Section 3.7.3.C.3 of the Zoning Ordinance would require at least 50% of the proposed building face to be located on the property line along Main Street, and would allow a maximum 10 foot setback along the frontage. While the proposed building meets the intent of these requirements through its orientation to Main Street, modifications are requested. The Applicant has proposed to install a 10 foot wide sidewalk along the Main Street frontage, consistent with TO District requirements. A landscape strip is proposed along the back curb in order to provide street trees and a buffer between traffic and pedestrians. As it is not possible to provide both the sidewalk and street trees while constructing the building on the property line, the Applicant requests a modification of the mandatory build-to line requirement. Similarly, the Applicant is requesting a modification of the maximum 10 foot front yard requirement. The provided front yard ranges from approximately 4 feet to approximately 17 feet along Main Street. While technically greater than the 10 foot maximum, the space between the building and the property line will be occupied by trees, entryways and other features that will contribute to the streetscape. Because the proposed streetscape improvements and building orientation meet the intent albeit not the strict letter of the TO District requirements, approval of the special exception is appropriate.

5. Pursuant to Section 6.17.1.B.4 of the Zoning Ordinance, a special exception is hereby requested to allow a waiver of the inter-parcel vehicular access requirement set forth in Section 4.3.3.

The Applicant requests a waiver of the requirement to provide an inter-parcel access to the adjacent property located at 10533 Main Street. While the Applicant has previously contacted the adjacent owner about the possibility of consolidating access points, the owner has not been interested in doing so. While the proposed development does not preclude an inter-parcel connection from being made in the future, the Applicant requests a waiver of this requirement. The Applicant has included a proffer commitment to reserving an area along the western property line to allow the construction of an inter-parcel access in the future at such time as the adjacent property redevelops.

6. Pursuant to Section 6.17.1.B.4 of the Zoning Ordinance, a special exception is hereby requested to allow a modification of the tree canopy requirement set forth in Section 4.5.6 of the Zoning Ordinance.

The Applicant is requesting a special exception to allow a reduction of the 10% tree canopy requirement. As identified on the landscape plan on Sheet 22 of the MDP/SUP Plat, the Applicant will be planting a significant number of trees both on and off-site along the street frontages and within the public plaza at the intersection of Main Street and West Street. Given that many of the trees are located either in the right of way along Main Street or in the County-owned public plaza, such trees are off-site and are therefore ineligible for inclusion in tree canopy coverage calculations. If the off-site trees were eligible for inclusion in these calculations, the proposed development would significantly exceed the 10% minimum requirement. Because the City will ultimately receive the benefit of the tree canopy required by the Zoning Ordinance, the requested modification is appropriate.

7. Pursuant to 6.17.1.B.4 of the Zoning Ordinance, a special exception is hereby requested to allow a modification of the street tree spacing requirement set forth in Section 4.5.6.B.

The Applicant requests a modification of the maximum fifty (50) foot tree spacing requirement for a limited portion of street frontage located in the southeast corner of the building along the future private street. While the tree spacing at this location exceeds the maximum spacing allowed by Section 4.5.6.B, the requested modification is limited to this location. The modification is necessary in order to provide on-street parking spaces along the future street, which will be used for retail parking and, potentially, short-term parking for deliveries, drop offs, and pick ups. Since this the maximum spacing requirement is met along the remainder of the frontage, the requested special exception is appropriate.

CONCLUSION

The Applicant's proposal is a bold vision that will define the future of Old Town Fairfax. The mixed-use development fulfills a number of the Plan's objectives for Old Town, as articulated in the SAP. The proposed development will breathe life into Old Town with the addition of 80 new condominium units – including five ADUs - whose residents will work, shop and dine in the downtown. The significant amount of new proposed office space will allow the City to retain existing businesses, while also attracting new office, retail and restaurant tenants to downtown Fairfax. The retail and restaurant uses situated adjacent to the proposed public plaza at the intersection of West and Main will create a hub of activity on the west end of the downtown that will serve as a gathering space for City residents and employees of the nearby Fairfax County Judicial Complex, further integrating the City and County. Finally, the Applicant's proposal will provide significant infrastructure improvements in the form of an extended grid of streets, undergrounded utilities, a new traffic signal, and enhanced streetscape improvements along a currently dormant stretch of Main Street. The proposed improvements will result in significant new tax revenue, which will allow the City to benefit from the Applicant's bold vision.