

OX HILL REALTY

THE OX FAIRFAX – BLOCK A NARRATIVE

June 16, 2023

Please accept the following Narrative to support a submitted rezoning, special use permit, special exception and related applications to allow the redevelopment of property in the City of Fairfax located at 4020 University Drive, 4029 Chain Bridge Road, 4031 Chain Bridge Road, and 4057 Chain Bridge Road. The proposed development – which is identified as “The Ox Fairfax – Block A” – is a mixed-use development that consists of a 4,137-person capacity concert hall, a 170-room hotel with up to 28,200 square feet of conference space, 12,000 square feet of office space, two small art galleries totaling approximately 8,200 square feet, and approximately 28,600 square feet of ground floor retail/restaurant uses. This Narrative is submitted in conjunction with a General Development Plan and Special Use Permit Plat, prepared by Urban, Ltd., dated June 16, 2023 (the “GDP/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”).

The Applicant, Ox Hill Realty, LLC, is the contract purchaser of the Subject Property, which consists of four parcels identified among the City’s tax records as Parcels 57-4-02-44, -45, -46 and -48. (collectively, the “Subject Property”). According to the assessment records, the Subject Property includes a total of approximately 168,970 square feet (approximately 3.878 acres). The Subject Property is currently zoned to the CR – Commercial Retail District, and is located within the boundaries of the Old Town Fairfax Historic Overlay District (the “HOD”). The Subject Property is currently developed with five existing buildings occupied by office, retail and other non-residential uses.

PROPOSED DEVELOPMENT

The Applicant proposes to rezone the Subject Property from the CR and HOD District to the CU (Commercial Urban) and HOD Districts to permit the proposed development, which will help transform Old Town Fairfax into an arts and cultural destination. As discussed in more detail below, the Applicant’s proposal represents a significant step toward the implementation of the overall vision and several key ideas set forth in the Old Town Fairfax Small Area Plan (SAP).

Overview of Proposed Uses and Site Design

As depicted on the submitted GDP/SUP Plat, the Applicant’s proposal will consolidate the four parcels and replace the existing suburban-style office buildings with a new city block occupied by dynamic and active uses that are consistent with the SAP.

The proposed concert hall is located on the west side of the block across Chain Bridge Road from the Fairfax County Judicial Complex. The concert hall – which will be the first of its

kind in the City and one of few comparably-sized establishments throughout the region – will serve as a venue for concerts by musicians, bands, and other performing artists. The concert hall, which will be managed and operated by a professional third-party operator, is anticipated to host approximately 3 – 4 performances per week. The 4,100-person capacity venue will include approximately 2,700 fixed seats at ground level and two upper balconies, and approximately 1,427 flexible seats at ground level that may be reconfigured to accommodate different stage orientations and a variety of performances. Performances will take place primarily in the evening hours and on weekends at times when traffic patterns are operating at off-peak levels. As illustrated on the floor plans included with the GDP/SUP Plat, the main entrance to the concert hall is oriented toward a proposed extension of South Street which, as discussed in more detail below, will be extended through the Subject Property to provide a new vehicular connection between Chain Bridge Road and University Drive, consistent with the City’s plans for the South Street extension. The box office and lobby located along South Street will activate the frontage, and a new streetscape with a generous sidewalk width will provide space for patrons to gather before and after events.

The Applicant’s proposal also includes ground floor retail and two gallery spaces on the west side of the site along Chain Bridge Road. This area will include a unique space identified as the “Green Gallery.” The Green Gallery will include plant collections and other “green” exhibits to highlight themes such as green building design, sustainability, and native plants. The Green Gallery is located adjacent to the existing National Bank of Fairfax building at the intersection of Chain Bridge Road and Sager Avenue. The Applicant is proposing to preserve the existing bank building, which is a contributing structure, and adaptively re-use the space as a small art gallery. The proposed concert hall, Green Gallery, and adaptive reuse of the National Bank of Fairfax as an art gallery contribute toward the SAPs key idea of transforming the downtown into a cultural destination.

The east side of the newly created block will be occupied by a 170-room hotel with of ground floor retail and restaurant uses. Like the adjacent concert hall, the main entrance to the hotel lobby is oriented toward South Street. However, given the prominence of this block and the importance of maintaining a connection to the Old Town core, the Applicant has also proposed a primary entrance to the building at the intersection of University Drive and Sager Avenue. This entrance will provide access to an interior arcade feature which will provide both a visual and physical connection through the building, establishing a strong connection to the Old Town. The arcade is flanked by retail and restaurant uses that will activate the ground floor, and provide locations for concert hall and hotel patrons to shop and/or dine while in town for visits and/or performances. The upper stories of the 7-story hotel will include rooftop terraces to provide views of Old Town Fairfax and the surrounding area.

Parking for the proposed uses is provided in the form of a below-grade parking garage beneath the buildings, as well as an interim surface parking lot on the southern portion of the Subject Property across the new South Street extension. The below-grade garage is accessed from Sager Avenue. Two separate curb cuts are proposed – one for vehicular parking and a second for loading/service activities. The garage will include 436 parking spaces and four (4) loading spaces to serve the concert hall, hotel and restaurant/retail uses. The interim surface parking area across South Street – which is anticipated to remain until the Applicant proceeds with a future phase of

development – will include 140 parking spaces. Access to the interim parking area is provided from University Drive.

The proposed redevelopment will include significant improvements to the City's infrastructure, and enhancements to the pedestrian experience in Old Town Fairfax. Most significantly, the redevelopment will achieve the City's long-planned extension of South Street between Chain Bridge Road and University Drive. As described in the SAP, the South Street extension will break up the large "superblock" between Chain Bridge and University, and will help support a more walkable experience by creating a street grid that is harmonious with the Old Town core. As illustrated on the GDP/SUP Plat, the South Street extension will include two travel lanes, on-street parking on the north side of the street (including a temporary drop-off/pick-up area in front of the concert hall and hotel), and a generous variable width sidewalk in front of the proposed buildings. The southern side of South Street will be constructed in its interim condition to include a five-foot wide sidewalk and landscape strip, which will remain until such time as the Applicant proceeds with a future phase of redevelopment to the south. Traffic signals are proposed at both intersections of South Street with Chain Bridge Road and University Drive. From a transportation perspective, the South Street extension represents a critical step toward the completion of the loop road that is included in the long-range plan for Old Town. While further coordination between the City, Fairfax County and other stakeholders will be necessary to fully implement the loop, the Applicant's consolidation of the Subject Property presents an opportunity to extend South Street and deliver a significant segment of the loop. In addition to South Street, the proposed redevelopment includes streetscape enhancements and expanded sidewalks around the entire perimeter of the block. Finally, the removal of existing overhead utilities along Chain Bridge Road, University Drive and Sager Avenue is consistent with the City's objectives and will contribute to a more vibrant and attractive pedestrian experience.

Finally, 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 buildings will achieve LEED certification. Additionally, the Applicant has proposed green roofs on both buildings to contribute toward stormwater management.

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 advances several of the Key Ideas for Old Town Fairfax as set forth in the Old Town SAP. The proposed concert hall and art gallery uses will transform this block into a vibrant center of activity, and will transform Old Town Fairfax into a cultural destination. The building design and architecture, which will be refined through the Certificate of Appropriateness application process with input from staff and the Board of Architectural Review, will inject color into the downtown through quality building materials and varied architectural design. The proposed site design contributes to the pedestrian precinct envisioned by Key Idea Four by providing wider sidewalks, an

enhanced streetscape, and dedicated areas on-site for scooters, bus shelters, and drop-off/pick-up locations. The extension of South Street through the Subject Property provides a long-envisioned east-west pedestrian connection between University Drive and Chain Bridge Road. Finally, the proposed development contributes significantly to the balanced mix of uses envisioned in Old Town Fairfax, through the addition of cultural and hospitality uses that are unique among recent development proposals in the City. The development will generate a substantial amount of commercial activity and will support the continued growth and success of Old Town Fairfax.

- 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 CU zoning district is appropriate, and is one of the potential zoning districts recommended by the Comprehensive Plan for redevelopment proposals in Old Town Fairfax. The proposed district supports a wide variety of commercial uses, including those that are included in the Applicant's proposal.

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

The Subject Property is ideally located for the proposed mix of uses. It is located in the heart of the City, and is conveniently accessed by major thoroughfares including Chain Bridge Road, University Drive and Main Street. The proposed uses are compatible with existing development in the immediate surrounding area, which is developed entirely with existing commercial and/or institutional uses. While several of the uses could be permitted under the existing CR District zoning classification, the proposed CU District permits the proposed hotel use by-right. As noted above, the CU zoning classification is consistent with the recommendations of the Comprehensive Plan and is appropriate for the proposed development.

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

Existing public facilities are adequate for the proposed development. The site is proximate to public safety facilities, including the existing fire station to the east across University Drive. The proposed development will have no impacts on public school facilities or parks, but rather will contribute to the existing open space network in Old Town through two additional plazas on the north and south side of the South Street extension. The development will provide a substantial improvement to the existing transportation network through the construction of South Street and two signalized intersections, and the Applicant will work with staff during the application process to ensure that any impacts on the existing transportation network are mitigated.

- 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.

As described above, the development is surrounded entirely by existing commercial and/or institutional uses and is therefore compatible with the immediate area. The proposed concert hall, art galleries, and restaurant/retail uses will provide additional amenities for nearby residential communities and contribute toward the re-imagination of Fairfax as a cultural destination.

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

The stated purpose of the CU – Commercial Urban District is “*to provide an urban, mixed use development option for appropriate parts of the downtown area . . .*” The Applicant’s proposal fits squarely within the purpose statement for the CU District.

Accordingly, the proposed rezoning of the Subject Property from the CR and CG Districts to the CU 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 6.7 of the Zoning Ordinance, a special use permit is hereby requested to allow the proposed concert hall (classified as an auditorium or arena) in the CU District.

The proposed 4,137-person capacity concert hall fulfills each of the approval considerations for a special use permit as set forth in Section 6.7.7 of the Zoning Ordinance. First, the proposed use will establish an arts and cultural anchor in the center of Old Town Fairfax and help transform Old Town into a cultural destination, thereby advancing one of the core objectives of the Old Town SAP. Second, the concert hall will comply with all applicable Zoning Ordinance requirements and other regulations, except as modified by the special exceptions requested in conjunction with this application. Third, the proposed concert hall will have a positive effect on the quality of life for City residents, including those residing or working within the vicinity of the Subject Property, by providing a new high-quality entertainment option within walking distance of many neighborhoods within the City. City residents will have opportunities to attend world-class concerts and performances in their own community, without having to drive or travel to similar venues in Washington, DC or the surrounding area. Finally, the concert hall will have no adverse impact on the public welfare, property, or other improvements in the neighborhood. The concert hall and other uses included in the Applicant’s proposal will result in significant enhancements to the Subject Property

and the surrounding area through the provision of additional dining/retail options, the construction of a number of streetscape and infrastructure improvements, the undergrounding of utilities, and high-quality architecture and site design that will serve as a catalyst for future redevelopment in the area. For these reasons, the Applicant's proposal meets the criteria set forth in Section 6.7.7.7.

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 three-story/36-foot maximum building height in the HOD District.

The Applicant is requesting a modification of the maximum building height requirement to allow a maximum building height of seven (7) stories and 95 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. Existing development on the Subject Property includes a significant five (5) story office building, with two additional five (5) story buildings located to the east across University Drive. The proposed height is therefore not incompatible with the height of existing structures in the surrounding area, and as noted above, will not impact any nearby residential neighborhoods. Additionally, mindful of the need to respect the character of the surrounding area, the Applicant and its design team have proposed a variety of building heights across the block, and have applied architectural techniques intended to mitigate height impacts. The tallest portion of the building is the proposed hotel – which is located on the eastern portion of the Subject Property proximate to the 5-story office buildings across the street. Moving west toward the Fairfax County courthouse, the building height transitions down to two (2) and three (3) story portions of the building along Chain Bridge Road. Each façade has been treated with a variety of architectural features and materials to provide visual interest and avoid a monolithic design, while at the same time maintaining an integrated and cohesive appearance. By tapering the height down and by incorporating numerous techniques to articulate the building, the Applicant and its architects have designed a building that respects and enhances the character of Old Town Fairfax.

3. 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 is requesting a waiver of the requirement to provide an inter-parcel access to two adjacent parcels to the south on Chain Bridge Road and University Drive, identified as Tax Map Parcels 57-4-02-049 and 75-4-02-044A. Both parcels are currently developed with a restaurant and an office building, respectively. With the proposed development, cross-access to Parcel 49 on Chain Bridge Road is not feasible due to the extension of South Street. Cross-access between the interim

parking area on the south side of the Subject Property and Parcel 44A is not necessary, given that vehicles using the interim parking area will have no need to access the private parking lot associated with the office building. Notably, there is no cross-access provided between the Subject Parcel and these parcels today in the existing condition. Accordingly, the waiver of the cross-access requirement is appropriate.

4. Pursuant to Section 6.17.1.B.4 of the Zoning Ordinance, a special exception is hereby requested to allow a modification of the perimeter and interior parking lot landscaping requirements set forth in Section 4.5.7 of the Zoning Ordinance.

The Applicant requests a modification to the perimeter and interior parking lot landscaping requirements for the interim surface parking area on the southern portion of the Subject Property south of South Street. In order to maximize the number of parking spaces in this interim parking area, the Applicant has reduced the size and number of the required landscape islands as illustrated on the GDP/SUP Plat. While the square footage of the islands is less than the 200 square feet required by Section 4.5.7.C and while there are some locations in the interim parking area where there are more than ten (10) consecutive spaces without an island, the Applicant believes that it is important to provide as much parking as possible on-site for patrons of the concert hall and hotel. Additionally, while perimeter screening is proposed where feasible, there is a limited area along the east side of the interim parking area facing University Drive where it is not possible to fit screening. Ultimately, the interim parking area is not intended to remain permanently, as it will be removed to allow for the Applicant's redevelopment of a future phase. Therefore, the requested modifications to the landscape requirements are appropriate.

5. Pursuant to Section 6.17.1.B.4 of the Zoning Ordinance, the Applicant requests a special exception to reduce the parking requirement for the proposed uses otherwise required by Section 4.2 of the Zoning Ordinance.

As discussed above and as depicted in the parking tabulations provided in the GDP/SUP Plat, a total of 576 parking spaces are provided on the Subject Property either within the below-grade parking garage or within the interim surface parking area on the southern portion of the Subject Property. Based on the proposed mix of uses, and taking into consideration the parking reductions permitted for non-residential uses within the HOD, a total of 775 parking spaces are required for the proposed mix of uses. As a result, the Applicant is requesting a special exception to reduce the overall parking requirement by approximately 22.7%.

The Applicant has consulted extensively with the anticipated professional third-party operator of the concert hall. Based on the operator's extensive experience managing and operating similarly-sized venues, the operator is confident that the proposed number of spaces is more than adequate to accommodate the concert hall, which is the use that accounts for the majority of the required parking. In the

operator's experience, a significant number of patrons will utilize rideshare services, public transportation, or other modes of transportation to travel to the concert hall for performances. It also anticipates that given the concert hall's location in a walkable area of downtown Fairfax, a significant number of patrons will walk to the site from proximate neighborhoods or nearby George Mason University. After thoroughly evaluating the site and the proposed number of on-site parking spaces, the Applicant and its operator have determined that the proposed number of spaces is appropriate.

Additionally, there are a number of existing underutilized public parking facilities in and around Old Town Fairfax. As indicated on the Existing facilities include the Old Town Plaza parking garage, surface and garage parking adjacent to Victorian Square, surface lots adjacent to Old Town Plaza, and parking facilities on the Fairfax County Judicial Complex. These existing parking facilities will be better utilized following construction of the proposed development, particularly on nights and weekends during concert hall performances. The proposed reduction is also consistent with the objectives of the Old Town SAP, which acknowledges that parking is often oversupplied, and suggests a number of strategies related to parking management, including the creation of a 'park-once and walk' district, the encouragement of shared parking, and the management of curbside space. The Applicant's proposal is consistent with each of these strategies. The proposed garage and interim parking lot advance the 'park-once and walk' and shared parking concepts by offering patrons of the concert hall, hotel and restaurants a single place to park that is convenient to each of the proposed uses. The proposal also includes a number of temporary drop-off/pick-up spaces on the north side of South Street adjacent to the building entrances, which will provide convenient access to taxi and ride-share services. Given the abundance of existing public parking facilities in the vicinity of the Subject Property, the operator's extensive experience in the industry, and the centrally located parking facilities that will serve all of the proposed uses on the Subject Property, the proposed number of on-site spaces is sufficient for the Applicant's proposal.

6. Pursuant to Section 6.17.1.B.4 of the Zoning Ordinance, the Applicant requests a special exception to modify the transitional yard requirements along the southern property line.

The Applicant is requesting a modification of the transitional yard requirement between the interim parking lot and the CO-zoned properties to the south of the Subject Property. Section 4.5.5.C of the Zoning Ordinance requires a TY1 transitional yard along this property line, which consists of a 7.5 wide yard, a 6 foot fence or wall, and 4 understory trees per 100 linear feet. While the Applicant is providing a 7.5 foot wide yard and wall along the property line, it is requesting a modification of the requirement to plant trees. As indicated above, the Applicant intends to redevelop parcels south of the Subject Property in the future. Accordingly, the Applicant would prefer not to plant trees along the southern property line that would be removed in the future. The parcels to the south are

currently developed by existing commercial uses that would not be impacted by the lack of trees along the property line. Because the transitional yard width and wall requirements are otherwise met, the requested modification is appropriate.

CONCLUSION

The Applicant's proposal represents the realization of the City's Small Area Plan for Old Town Fairfax. The proposed concert hall, hotel, and restaurant/retail uses fit squarely within the vision that was created following several years of collaboration between the community, City staff, and various stakeholders in downtown Fairfax. The proposed concert hall and hotel will reposition Old Town Fairfax as a destination for concert patrons, travelers, and members of the Fairfax community. While the Applicant's plans for the area are continuing to unfold, this proposal will serve as the catalyst and cornerstone for what is to come.